# SUNLIFE LIMITED

**Company Registration Number: 5460862**

## STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS
for the year ended 31 December 2022

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**Strategic report**
The Directors present the Strategic report, their Report and the financial statements of SunLife Limited ("the Company") for the year ended 31 December 2022.

The financial statements of the Company for the year ended 31 December 2022 have been prepared in accordance with UK adopted international accounting standards.

**Business review**
***Principal activities***
The Company is regulated by the Financial Conduct Authority ("FCA"). The principal activity of the company is to distribute SunLife branded products on behalf of its immediate parent company, Phoenix Life Limited ("PLL") and certain third parties. The Company's ultimate parent is Phoenix Group Holdings plc ("the Group").

***Climate change: activity in the year and future developments***
Climate change is one of the greatest global challenges we face today. The Group's ambition is to be a net zero business by 2050 and we believe the Group has a significant role to play in helping to address the climate emergency and accelerating the transition to a net zero economy.

On 9 February 2022 the Bank of England launched the second round of the Climate Biennial Exploratory Scenario ('CBES') exercise, which is designed to assess the financial risks arising from climate change. Round 2 of the CBES was completed during 2022, on a consolidated basis including the Company, exploring the strategic responses to the three scenarios and the associated implications for business models.

The Group is engaging with partners to boost impacts by working collaboratively to deliver cross-sector change and thought leadership. The Group joined the Net Zero Asset owners alliance in May 2021, the Partnership for Carbon Accounting Financials UK in June 2021 and signed up to the Taskforce on Nature-related Financial Disclosures in November 2021.

The Company seeks to follow and apply policy and strategy set by Group to ensure it can contribute and help Group meet its targets.

More information can be found in note 23 and in the Group's Annual Report and Accounts and standalone Sustainability Report in line with the Task Force on Climate-related Financial Disclosures recommendations.

**Financial performance**
The results of the Company for the year are shown in the Statement of comprehensive income on page 13. The profit before tax was £16.8m (2021 restated: £43.1m).

Dividends totalling £32.5m were paid to the parent company during the year (2021: £14.4m).

***Key Performance Indicators ('KPIs')***
The Company's performance is measured and monitored by the Board with particular regard paid to the following KPIs**:**

*Capital resources*
As the Company is regulated by the FCA, it regularly reviews and forecasts its adjusted net asset position as determined by Chapter 13 of IPRU (INV). At 31 December 2022, the Company had an excess over its regulatory capital requirements of £28.3m (2021 restated: £46.2m).

*Profits after taxation and distributable reserves*
For the year ended 31 December 2022 the Company reported a profit after taxation of £13.6m (2021 restated: £34.9m). As at 31 December 2022, the Company had distributable reserves amounting to £25.4m (2021 restated: £44.3m).

*Cash flows*
Cash flows are monitored closely by the business to ensure that all liabilities can be met as they fall due. In 2022, operations generated cash of £9.0m (2021: £8.7m) and cash and cash equivalents totalled £41.9m (2021: £66.2m) as at 31 December 2022.

**Section 172 Statement**
Section 172 of the Companies Act 2006 requires each director of a company to act in the way he or she considers, 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 Companies Act 2006 in a manner consistent with the overall purpose, values and strategic priorities of the Phoenix Group. When considering issues of strategic importance, and making key decisions about the company (or those that impact the wider Group), the directors have acted in a way which they consider, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole.

The Board recognises that a company's stakeholders are integral to its success. During the year, the Company's directors ensured that its considerations and decision-making processes took into account their impact on its own stakeholders, namely:

- The Company's customers;
- The strategic partners, on behalf of whom the Company acts as a distributor;
- The Company's employees;
- Its regulator, the Financial Conduct Authority;
- Its outsourced service providers; and
- The Company's immediate parent, Phoenix Life Limited, and ultimate parent, Phoenix Group Holdings plc.

Significant decisions that show how the Board considered relevant matters set out in section 172 are outlined in the table below, demonstrating how the directors of the Company have carried out their duties under section 172 of the Companies Act 2006 during the year ended 31 December 2022.

| **Key Board Decision** | **YE21 Annual Accounts** |
|---|---|
| STRATEGIC IMPORTANCE | CONSIDERATION OF S172 MATTERS |
| **Optimising our in-force business** | **Likely consequences of any decisions in the long term**<br>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 YE21 accounts, within which a going concern statement was included (relied upon by others assessing the business). The long-term impact of the decision to approve the YE21 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.<br><br>**Maintaining a reputation for high standards of business conduct**<br>Prior to approving the YE21 accounts, the board considered the opinions of the Finance Director with supporting paperwork prepared by the Financial Reporting team, together with the outcome of an external audit for the accounts, including assessments relating to the impact of limited risks arising from Brexit and Covid19. |
| **Outcome** | Following due consideration of the matters set out in section 172, the Board approved the YE21 accounts. |
| | |
| **Key Board Decision** | **Contract Pipeline** |
| STRATEGIC IMPORTANCE | CONSIDERATION OF S172 MATTERS |
| **Growing our business to support both new and existing customers** | The Board received a proposal to enter into an Introducer Agreement on a test and learn basis with a third party lead provider.<br><br>**Likely consequences of any decisions in the long term**<br>The Board's review of the proposal incorporated high level financial metrics and noted that if successful, the new arrangement would provide a valuable mechanism to support the Company's growth.<br><br>**Fostering business relationships with suppliers, customers and others**<br>In considering the proposal, the Board noted that the Company had undertaken previous test and learn activity with the third party lead provider in question and after further consideration, was seeking to conduct lead generation activity on a revised basis. Further, key customer metrics would continue to be monitored to ensure appropriate treatment.<br><br>**Maintaining a reputation for high standards of business conduct** |

| | |
|---|---|
| | The Board's considerations included a risk assessment of the proposal, where the mechanisms by which introductions and non-advised sales would be achieved. The Company's established model for implementation and management of new arrangements was also noted. |
| **Outcome** | Following due consideration of the matters set out in section 172, the Board approved the proposal and delegated authority to the Company's Chief Executive to conclude negotiations. |
| | |
| **Key Board Decision** | **Capital Management Policy and Dividend** |
| STRATEGIC IMPORTANCE<br><br>**Optimising our in-force business** | CONSIDERATION OF S172 MATTERS<br><br>The Board received a paper setting out the Company's actual and projected solvency and liquidity position, to enable it to assess the resources available for a distribution to the Company's sole shareholder, Phoenix Life Limited.<br><br>**Likely consequences of any decisions in the long term**<br>As part of the process to consider the dividend proposal, the Board reviewed changes to the Company's Capital Management Policy made in order to reflect budgeted business volumes, alongside the most recent lapse assumptions and contractual commitments. The Board noted that the proposed changes would allow the Company to remain robustly capitalised following the payment of any dividend.<br><br>**Fostering business relationships with suppliers, customers and others**<br>As part of its ongoing oversight of the business, the Company's regulator sets a minimum capital requirement which must be maintained. In considering the dividend proposal, the Board ensured that this minimum requirement was adequately met and further protected by an additional capital buffer. This, together with consideration of the long term consequences of the proposal (as outlined above), ensured that the Company's customers, strategic partners and employees were not adversely impacted by any decision to pay a dividend. |
| **Outcome** | Following due consideration of the matters set out in section 172, the Board approved both the revised Capital Management Policy and payment of a £32.5m dividend to the Company's sole shareholder, Phoenix Life Limited. |
| | |
| **Key Board Decision** | **New distribution agreement** |
| STRATEGIC IMPORTANCE<br><br>**Growing our business to support both new and existing customers** | CONSIDERATION OF S172 MATTERS<br><br>The Board was asked to consider a proposal to enter into a distribution agreement in relation to a new SunLife whole of life product.<br><br>**Likely consequences of any decisions in the long term**<br>This is part of the Board's consideration, included noting the Company's strategy to diversify its product and proposition, to which the proposal was aligned. It also noted the level of distributable profit the new distribution arrangement was expected to generate over the next five years.<br><br>**Fostering business relationships with suppliers, customers and others**<br>The Board noted that customer research had highlighted an underserved need for a product with higher payouts, which the new product was designed to address.<br><br>**Maintaining a reputation for high standards of business conduct**<br>The Board received the outputs of a risk assessment, which highlighted that existing controls would be applied to the new product and that the Company's propositional governance advice had been applied when developing the proposal. Key customer metrics would also continue to be monitored and reported against. |
| **Outcome** | Following due consideration of the matters set out in section 172, the Board approved the proposal and delegated authority to the Company's Chief Executive to conclude negotiations. |

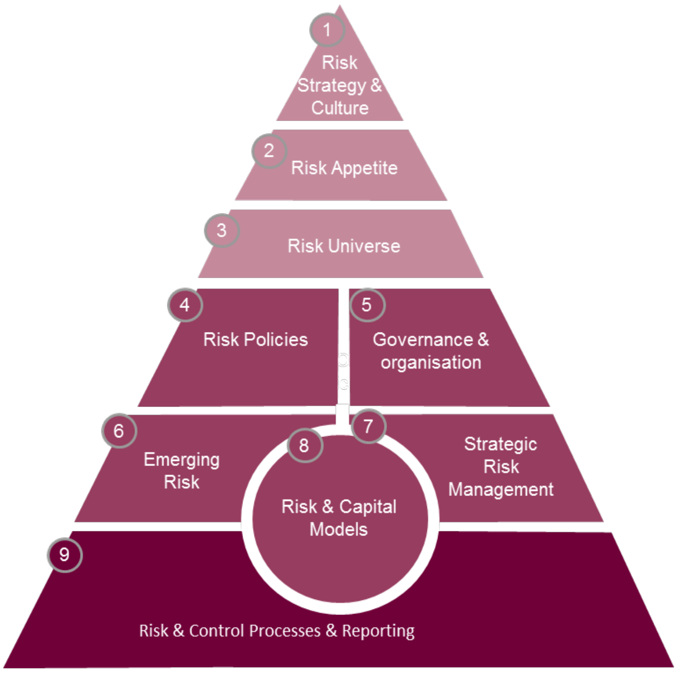
| Key Board Decision | Equity release service |
|---|---|
| STRATEGIC IMPORTANCE | CONSIDERATION OF S172 MATTERS |
| **Growing our business to support both new and existing customers** | A proposal to re-enter the equity release market through a new arrangement with an existing Group strategic partner was considered by the Board.<br><br>**Likely consequences of any decisions in the long term**<br>In considering the proposal, the Board acknowledged the role of equity release as a key pillar of the Company's strategy and future growth. It also noted the target completions and profit contribution as a result of a new arrangement.<br><br>**Fostering business relationships with suppliers, customers and others**<br>The Board noted that the Company's customer base made accessing wealth tied up in the value of their home a key consideration in funding their target lifestyle. Offering a product that allowed them to do this would help to meet this need.<br><br>**Maintaining a reputation for high standards of business conduct**<br>The outputs of a risk assessment were also considered by the Board, who noted that the strategic partner would manage the advised sales process to completion. The Board also noted that key customer metrics and sentiment would be monitored. |
| **Outcome** | Following due consideration of the matters set out in section 172, the Board indicated its support for the proposal and delegated authority to the Company's Chief Executive to conclude negotiations. |

In order to support the Board's consideration of the matters set out in section 172 (1) (a)-(f) each proposal submitted to the Board must include detail about directors' duties including those set out above.

***Principal risks and uncertainties***

The Company adopts the Phoenix Group's Risk Management Framework (RMF). The Group's RMF embeds proactive and effective risk management. It seeks to ensure that all material risks are identified, assessed, controlled monitored and managed within approved risk appetites and reported through agreed governance routes in line with delegated authorities. The Group's RMF is aligned to the principles and guidance in ISO 31000 Risk Management standards.

The nine components of the Group's RMF are illustrated in the diagram below. Further details on each component are outlined in the Strategic Report of the Group's Annual Report and Accounts 2022.



The principal risks and uncertainties facing the Company are:

- the risk that the Group, including the Company, fails to appropriately prepare for and manage the effects arising from Climate Change and wider Environmental, Social and Governance risks (climate risk);
- the risk that inappropriate (unclear, unfair or misleading) financial promotions, sales practices and/or distribution agreements result in poor customer outcomes leading to reputational, financial and/or operational detriment (sales and distribution risk);
- the risk that the Company has insufficient capital to meet its regulatory capital requirements (capital management risk);
- the risk arising from an adverse movement in lapse rates leading to losses (lapse risk);
- the risk that the Company is unable to meet short-term cash flow requirements (liquidity risk);
- the risk of financial or reputation loss associated with outsourced partners and third party suppliers (sourcing and procurement risk).
- the risk arising from counterparty default in relation to amounts due from customers and bank deposits leading to financial loss (credit risk).

The risks noted above are discussed further in note 23.

On behalf of the Board

DocuSigned by:
Paul Shakespeare
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P Shakespeare
For and on behalf of Pearl Group Secretariat Services Limited
Company Secretary

10 March 2023

## Directors' report

SunLife Limited ("the Company") is incorporated in England and Wales as a private limited company. Its registration number is 5460862 and its registered office is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.

***Corporate governance***

The Company, as part of a group wide framework, has established a governance framework for monitoring and overseeing strategy, operation of its business and compliance with applicable regulatory conduct standards that includes:

- a clear organisational structure with documented delegations of authority;
- matters reserved for the Board and written terms of reference for its committee;
- an Audit and Risk Committee, the members of which comprise not less than three members, all of whom are appointed by the Board from amongst and including, but not limited to, the independent non-executive Directors of the Company. The Committee's role is to monitor the overall integrity of the financial reporting by the Company, to review the overall effectiveness of the internal control and risk management systems of the Company, to monitor the overall effectiveness of the Internal Audit function of the Company, to oversee the relationship with the external auditors of the Company, to advise the Board on risk appetite and tolerance in setting the future strategy, taking account of the Board's overall degree of risk aversion, the current financial situation of the Company and the Company's capacity to manage and control risks within the agreed strategy; and
- the operation of a three lines of defence model with the Risk function providing risk oversight independent of management and the Internal Audit function providing independent verification of the adequacy and effectiveness of the internal controls and risk management processes in operation.

The Board is comprised of 2 non-executive Directors and 2 executive Directors.

**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, it discusses the principal risks and uncertainties it faces. Notes 22 and 23 to the financial statements summarise the Company's capital management and risk management objectives and policies together with its financial risks.

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. As part of their comprehensive assessment of whether the Company is a going concern, the Directors have considered cash flow and solvency forecasts for the Company for the period to 31 March 2024.

As a result of this review, the Directors believe the Company has adequate resources to continue in operational existence over the going concern period assessed up to 31 March 2024. 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:

B Curran
D Miller
N Poyntz-Wright
M Screeton

**Secretary**

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

**Matters disclosed in strategic report**

The Directors' duties section of the strategic report covers stakeholder engagement. Any dividends paid or proposed are also disclosed in the strategic report.

**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 Company's Board has oversight of the relationship with strategic partners and outsourced service providers ('OSPs') and its schedule of matters reserved includes the responsibility for monitoring the performance of those partners and service providers.

**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.

**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 is 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 auditor**
In accordance with section 487 of the Companies Act 2006, the Company's auditor, 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

DocuSigned by:
Paul Shakespeare
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P Shakespeare
For and on behalf of Pearl Group Secretariat Services Limited
Company Secretary

10 March 2023

**Statement of Directors' responsibilities**

The Directors are responsible for preparing the Strategic report, the Directors' report and the Company financial statements ("the financial statements") in accordance with applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under the law the Directors have elected to prepare those statements in accordance with UK adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they present fairly the financial performance, financial position and cash flows of the Company for the accounting period. A fair presentation of the financial statements in accordance with UK adopted international accounting standards requires the Directors to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 UK adopted international accounting standards is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with applicable UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Independent auditor's report to the members of SunLife Limited**

**Opinion**

We have audited the financial statements of Sunlife Limited for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes 1 to 27, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2022 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period until 31 March 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

**Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud***

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (UK adopted international accounting standards and the Companies Act 2006) and the relevant direct tax regulation in the United Kingdom. In addition, the Company is required to comply with laws and regulations relating to its operations, including health and safety, employees, anti-bribery and corruption and General Data Protection Regulation ('GDPR').
- We understood how the Company is complying with those frameworks by making inquiries with those charged with governance, internal audit and management to understand how the Company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We also reviewed correspondence with relevant authorities.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company has established to address the risks identified by the entity and to prevent or detect fraud.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved making inquiry of those charged with governance, management and internal audit for their awareness of any non-compliance of laws and regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations by officers, inquiring about the Company's method of enforcing and monitoring compliance with such policies and inspecting significant correspondences with the regulators.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

**Use of our report**

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.

DocuSigned by:

Ernst & Young LLP

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**Satty Khangura (Senior Statutory Auditor)**
*for and on behalf of Ernst & Young LLP, Statutory Auditor*
*London*

10 March 2023

**Statement of comprehensive income**
for the year ended 31 December 2022

| | Notes | 2022 £000 | 2021 £000 (restated) Note 1 |
|---|---|---|---|
| Revenue | 3 | 73,719 | 109,720 |
| Interest income | | 457 | 4 |
| Administrative expenses | 4 | (57,339) | (66,564) |
| **Profit for the year before finance costs and tax** | | 16,837 | 43,160 |
| Finance costs | 5 | (33) | (41) |
| **Profit for the year before tax** | | 16,804 | 43,119 |
| Tax charge | 8 | (3,204) | (8,181) |
| **Profit for the year** | | 13,600 | 34,938 |
| Other comprehensive income | | - | - |
| **Total comprehensive income for the year** | | 13,600 | 34,938 |

**Statement of financial position**
as at 31 December 2022

| | Notes | As at 31 December 2022 £000 | As at 31 December 2021 (restated) Note 1 £000 |
|---|---|---|---|
| **Assets** | | | |
| Property, plant and equipment | 10 | 1,722 | 2,004 |
| Deferred tax asset | 11 | 56 | 56 |
| Prepayments and accrued income | 12 | 4,952 | 6,769 |
| Contract assets | 13 | 5,403 | 5,193 |
| Other receivables | 14 | 4,450 | 3,758 |
| Cash and cash equivalents | 15 | 41,856 | 66,223 |
| **Total assets** | | 58,439 | 84,003 |
| **Liabilities** | | | |
| Provisions | 16 | 17,218 | 24,375 |
| Accruals and deferred income | 17 | 5,311 | 6,384 |
| Lease liabilities | 18 | 1,846 | 2,288 |
| Other payables | 19 | 3,662 | 1,654 |
| **Total liabilities** | | 28,037 | 34,701 |
| **Equity** | | | |
| Share capital | 20 | 5,000 | 5,000 |
| Retained earnings | | 25,402 | 44,302 |
| **Total equity** | | 30,402 | 49,302 |
| **Total equity and liabilities** | | 58,439 | 84,003 |

On behalf of the Board

DocuSigned by:
Mark Screeton
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M Screeton
Director

10 March 2023

**Statement of changes in equity**
for the year ended 31 December 2022

| | Share capital (note 20) £000 | Retained earnings £000 | Total £000 |
|---|---|---|---|
| At 1 January 2022 (restated) | 5,000 | 44,302 | 49,302 |
| Profit for the year | - | 13,600 | 13,600 |
| Total comprehensive income for the year | - | 13,600 | 13,600 |
| Dividends paid on ordinary shares (note 9) | - | (32,500) | (32,500) |
| At 31 December 2022 | 5,000 | 25,402 | 30,402 |

Of the above, £25.4m (2021 restated: £44.3m) is considered distributable.

| | Share capital (note 20) £000 | Retained earnings £000 | Total £000 |
|---|---|---|---|
| At 1 January 2021 | 5,000 | 23,764 | 28,764 |
| Profit for the year as reported | - | 32,291 | 32,291 |
| Profit impact of restatement (note 1) | - | 2,647 | 2,647 |
| Profit for the year (restated) | - | 34,938 | 34,938 |
| Total comprehensive income for the year (restated) (note 1) | - | 34,938 | 34,938 |
| Dividends paid on ordinary shares (note 9) | - | (14,400) | (14,400) |
| At 31 December 2021 (restated) | 5,000 | 44,302 | 49,302 |

**Statement of cash flows**
for the year ended 31 December 2022

| | Notes | 2022 £000 | 2021 £000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Cash generated from operations | 21 | 8,987 | 8,721 |
| Tax paid | | (379) | (10,161) |
| **Net cash flows from operating activities** | | 8,608 | (1,440) |
| | | | |
| **Cash flows from financing activities** | | | |
| Ordinary share dividends paid | 9 | (32,500) | (14,400) |
| Interest paid | 5 | (33) | (41) |
| Repayment of principal lease liabilities | 18 | (442) | (433) |
| **Net cash flows from financing activities** | | (32,975) | (14,874) |
| | | | |
| **Net decrease in cash and cash equivalents** | | (24,367) | (16,314) |
| | | | |
| Cash and cash equivalents at the beginning of the year | | 66,223 | 82,537 |
| | | | |
| **Cash and cash equivalents at the end of the year** | 15 | 41,856 | 66,223 |

**Supplementary disclosures on cash flow from operating activities**

| | 2022 £000 | 2021 £000 |
|---|---|---|
| Interest received | 457 | 4 |

## Notes to the financial statements

### 1. Accounting policies

#### (a) Basis of preparation

The financial statements have been prepared on a historical cost basis.

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 statement of comprehensive income unless required or permitted by an international financial reporting standard or interpretation, as specifically disclosed in the accounting policies of the Company.

The financial statements are presented in sterling (£) rounded to the nearest £000 except where otherwise stated.

The Company presents its Statement of financial position broadly in order of liquidity. An analysis regarding recovery or settlement more than twelve months after the period end is presented in the notes.

The results of the Company are consolidated into the accounts of the Company's ultimate parent, Phoenix Group Holdings plc, a company incorporated in England and Wales.

***Going concern***

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the going concern period assessed up to 31 March 2024. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

***Climate change***

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 Group.

***Statement of compliance***

The financial statements of the Company for the year ended 31 December 2022 have been prepared in accordance with UK adopted international accounting standards.

***Restatement of prior period information***

Following the provision of additional information that was not available when the prior year financial statements were prepared, the Company has identified an error in the amount of commission income recognised in the prior year financial statements. As a consequence, profit, assets, liabilities and equity were understated in the prior year. The error has been corrected by restating each of the affected financial statement line items for the prior periods as follows:

***Statement of comprehensive income (extract)***

| Year to | 31 December 2021 as reported £'000 | Restatement £'000 | 31 December 2021 as restated £'000 |
|---|---|---|---|
| Revenue | 106,452 | 3,268 | 109,720 |
| Profit for the year before tax | 39,851 | 3,268 | 43,119 |
| Tax charge | (7,560) | (621) | (8,181) |
| Profit for the year | 32,291 | 2,647 | 34,938 |

***Closing Statement of financial position (extract)***

| | 31 December 2021 as reported £'000 | Restatement £'000 | 31 December 2021 as restated £'000 |
|---|---|---|---|
| Other Receivables | 940 | 2,818 | 3,758 |
| Total assets | 81,185 | 2,818 | 84,003 |
| | | | |
| Accruals and deferred income | 6,143 | 241 | 6,384 |
| Other payables | 1,724 | (70) | 1,654 |
| Total liabilities | 34,530 | 171 | 34,701 |
| | | | |
| Retained earnings | 41,655 | 2,647 | 44,302 |
| Total equity | 46,655 | 2,647 | 49,302 |
| | | | |
| Total equity and liabilities | 81,185 | 2,818 | 84,003 |

**(b) Critical accounting estimates and judgements**

The preparation of financial statements 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 are contract assets, revenue recognition and the determination of provisions as discussed in accounting policy (e), (j) and (h) respectively.

**(c) Income tax**

Income tax comprises of current tax and deferred tax. Income tax is recognised as income or an expense in the statement of comprehensive income except to the extent that it relates to items recognised as other comprehensive income in the statement of comprehensive income, in which case it is recognised as other comprehensive income in that 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/receivable 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) 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.

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.

***Impairment of financial assets***

The Company assesses the expected credit losses associated with its other receivables and cash 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 and contract assets within the scope of IFRS 15, as these are always measured at an amount equal to lifetime ECLs. See note 23 for details 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 counterparties 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.

**(e) Contract assets**
A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company satisfies its performance obligation to the customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

**(f) 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.

**(g) Leases**
At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an individual asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the lessor has a substantive substitutions right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset i.e. it has the decision-making rights about how and for what purpose the asset is used.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairments, and adjusted for certain remeasurements of the lease liability. The right-of-use asset is depreciated over the remaining lease term.

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low value assets, including IT equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease liabilities are presented as a separate line item and right-of-use assets are presented within 'property, plant and equipment' in the statement of consolidated financial position.
The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate as the interest rate implicit in the lease cannot be readily determined. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from, for example, rent reviews or from changes in the assessment of whether a termination option is reasonably certain not to be exercised. The Company applies judgement to determine the lease term for leases with break clauses.

The Company excludes non-lease components such as service charges and accounts for these on a straight-line basis over its lease term.

**(h) Provisions and contingent liabilities**
A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where the Company has a present legal or constructive obligation but it is not probable that there will be an outflow of resources to settle the obligation or the amount cannot be reliably estimated, this is disclosed as a contingent liability.

**(i) 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.

**(j) Revenue recognition**
Revenue from contracts with customers is recognised at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for transferring services to a customer. For each contract with a customer, the Company identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the services promised.

Variable consideration within the transaction price is present in certain contracts when the Company’s right to consideration is contingent on the occurrence of a future event. Variable consideration is determined using the ‘expected value’ method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved.

**(k) Interest income**
Interest income is recognised in the statement of comprehensive income as it accrues using the effective interest method.

**(l) Share capital**

***Ordinary share capital***
The Company has issued ordinary shares which are classified as equity.

**(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.

**(n) Expense recognition**
Equity-settled share-based payments to employees and others providing services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Further details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 24.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on Phoenix Group Holdings Plc’s, the Company’s ultimate parent company, estimate of equity instruments that will eventually vest. At each period end, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in the income statement such that the cumulative expense reflects the revised estimate.

## 2. Financial information

The financial statements for the year ended 31 December 2022, set out on pages 13 to 33, were authorised by the Board of Directors for issue on 10 March 2023.

***Adoption of New Accounting Pronouncements in 2022***

In preparing the financial statements, the Company has adopted the following standards, interpretations and amendments effective from 1 January 2022:

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37): The amendments specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. These costs consist of both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.
- Reference to the Conceptual Framework (Amendments to IFRS 3): In addition to updating references to the conceptual framework with IFRS 3, the amendments also add a requirement for obligations within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets to determine whether at the acquisition date a present obligation exists as a result of past events.
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16): The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use. Such sales proceeds and related costs are recognised in profit or loss; and
- Annual Improvements (2018–2020 Cycle):
  - Subsidiary as a First-time Adopter (Amendments to IFRS 1);
  - Fees in the ‘10 per cent’ Test for Derecognition of Financial Liabilities (Amendments to IFRS 9);
  - Lease Incentives (Amendments to IFRS 16); and
  - Taxation in Fair Value Measurements (Amendments to IAS 41).

None of the above amendments to standards are considered to have a material effect on these financial statements.

***New Accounting Pronouncements Not Yet Effective***

The IASB has issued the following new 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.

- Classification of Liabilities as Current and Non-current (Amendments to IAS 1 Presentation of Financial Statements) (1 January 2023): The amendments clarify rather than change existing requirements and aim to assist entities in determining whether debt and other liabilities with an uncertain settlement date should be classed as current or non-current. It is currently not expected that there will be any reclassifications as a result of this clarification.
- Disclosure of Accounting Policies (Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements) (1 January 2023): The amendments are intended to assist entities in deciding which accounting policies to disclose in their financial statements and requires an entity to disclose ‘material accounting policy information’ instead of its ‘significant accounting policies’. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The IASB has also developed guidance and examples to explain and demonstrate the application of the ‘four-step materiality process’ described in IFRS Practice Statement 2. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements. These amendments are not expected to have any impact on the Company.
- Definition of Accounting Estimates (Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors) (1 January 2023): The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are ‘monetary amounts in financial statements that are subject to measurement uncertainty’. The Board has retained the concept of changes in accounting estimates in the Standard by including a number of clarifications. These amendments are not expected to have any impact on the Company.
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes) (1 January 2023): The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The IASB expects that the amendments will reduce diversity in reporting and align the accounting for deferred tax on such transactions with the general principle in IAS 12 of recognising deferred tax for temporary differences. There will potentially be some additional disclosures required in relation to the Company’s leasing arrangements as a result of implementing these amendments.

Other new or amended accounting standards issued by the IASB are not considered to have a significant impact on the Company’s financial statements or accounting policies.

## 3. Revenue

| | 2022 £000 | 2021 £000 (restated) Note 1 |
|---|---|---|
| Revenue from contracts with customers | | |
| Business manufactured within PLL | 72,275 | 107,225 |
| Third party business | 1,444 | 2,495 |
| | 73,719 | 109,720 |

Revenue from contracts with customers represents net commission income generated from providing distribution services to the Company's immediate parent, Phoenix Life Limited ("PLL") and certain third parties, allowing for expected future commission clawback as a result of policy lapses.

The performance obligation in respect of these contracts is satisfied upon completion of the service. The consideration amount for certain contracts with third parties is variable and has been estimated using the expected value method, using lapse, funeral redemption and mortality assumptions based on historical experience. The amount of variable consideration included within third party business above is £210,000 (2021: £187,000).

## 4. Administrative expenses

| | 2022 £000 | 2021 £000 |
|---|---|---|
| Employee costs | 6,534 | 6,463 |
| Other operating expenses | 40,748 | 45,400 |
| Movement in provisions | 9,674 | 14,325 |
| Operating lease rentals | 1 | 4 |
| Depreciation on right-of-use asset (note 10) | 382 | 372 |
| | 57,339 | 66,564 |

Administrative services are provided by Phoenix Group Management Services Limited (formerly known as Pearl Group Management Services Limited) ("PGMS"), a fellow group company.

Employee costs comprise:

| | 2022 £000 | 2021 £000 |
|---|---|---|
| Wages and salaries (including termination benefits) | 5,335 | 5,413 |
| Social security contributions | 628 | 551 |
| Other pension costs | 571 | 499 |
| | 6,534 | 6,463 |

| | 2022 Number | 2021 Number |
|---|---|---|
| Average number of persons employed | 100 | 95 |

## 5. Finance costs

| | 2022 £'000 | 2021 £'000 |
|---|---|---|
| Interest expense on lease liabilities | 33 | 41 |

## 6. Directors' remuneration

| | 2022<br>£000 | 2021<br>£000 |
|---|---|---|
| Remuneration (executive and non-executive Directors remuneration excluding pension contributions and awards under share option schemes and other long-term incentive schemes) | 757 | 655 |
| Share option schemes and other long-term benefits | 311 | 32 |

| | 2022<br>Number | 2021<br>Number |
|---|---|---|
| Number of Directors accruing retirement benefits under: | | |
| - a money purchase pension scheme | 1 | - |
| Number of Directors who had exercised share options during the year | - | 1 |

| | 2022<br>£000 | 2021<br>£000 |
|---|---|---|
| Highest paid Director: | | |
| Remuneration | 370 | 187 |
| Long term benefits | 114 | - |

The Executive Directors are employed by PGMS, a fellow group company. The Non-Executive Directors are not employed but provide their services via a letter of appointment. 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.

## 7. Auditor's remuneration

The remuneration of the auditors of the Company in respect of the audit of the financial statements was £30,000 (2021: £26,000). In addition, audit related assurance services of £5,000 were incurred during the year (2021: £5,000).

## 8. Tax charge

***Current year tax charge***

| | 2022<br>£000 | 2021<br>£000<br>(restated)<br>Note 1 |
|---|---|---|
| Current tax: | | |
| UK Corporation tax | 3,186 | 7,311 |
| Adjustment in respect of prior years | 18 | (30) |
| Total current tax | 3,204 | 7,281 |
| Deferred tax | | |
| Origination and reversal of temporary differences | 7 | 882 |
| Change in rate of UK Corporation tax | (7) | (5) |
| Adjustment in respect of prior years | - | 23 |
| Total deferred tax | - | 900 |
| Total tax charge | 3,204 | 8,181 |

***Reconciliation of tax charge***

| | 2022<br>£000 | 2021<br>£000<br>(restated)<br>Note 1 |
|---|---|---|
| Profit before tax | 16,804 | 43,119 |
| Tax at standard UK rate of 19% | 3,193 | 8,193 |
| Adjustment in respect of prior years | 18 | (7) |
| Deferred tax rate change | (7) | (5) |
| Total tax charge for the year | 3,204 | 8,181 |

**9. Dividends on ordinary shares**

| | 2022<br>£000 | 2021<br>£000 |
|---|---|---|
| Final dividend for 2022 at 650p (2021: 288p) per share | 32,500 | 14,400 |

**10. Property, plant and equipment**

Set out below is the carrying amount of the right-of-use assets recognised and the movements during the period:

**Property - right of use assets**

| | 2022<br>£000 | 2021<br>£000 |
|---|---|---|
| As at 1 January | 2,004 | 2,332 |
| Adjustments to leasehold property provision (note 16) | 100 | 44 |
| Depreciation expense (note 4) | (382) | (372) |
| As at 31 December | 1,722 | 2,004 |

The right-of-use asset relates to lease commitments in respect of Redcliff Quay which is office space leased by the Company. The leases commenced in March 2017 and expire in March 2027.

**11. Tax assets and liabilities**

| | 2022<br>£000 | 2021<br>£000 |
|---|---|---|
| Deferred tax asset | 56 | 56 |

**Movement in deferred tax asset**
Year ended 31 December 2022

| | At 1 January<br>£000 | Recognised in the Statement of comprehensive income<br>£000 | At 31 December<br>£000 |
|---|---|---|---|
| Provisions and other temporary differences | 29 | 5 | 34 |
| Accelerated capital allowances | 27 | (5) | 22 |
| | 56 | - | 56 |

The standard rate of UK corporation tax for the accounting period is 19% (2021: 19%).

The UK corporation tax rate is increasing from 19% to 25% with effect from 1 April 2023. This was enacted on 10 June 2021. Deferred tax assets and liabilities, where provided, are reflected using hybrid rates determined by reference to the tax rate in force when the deferred tax items are released.

## 12. Prepayments and accrued income

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| Prepayments | 1,011 | 1,546 |
| Accrued Income | 3,941 | 5,223 |
| | 4,952 | 6,769 |
| Amount recoverable after 12 months | - | - |

## 13. Contract assets

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| As at 1 January | 5,193 | 5,209 |
| New contract assets recognised | 921 | 1,628 |
| Contract assets derecognised | (711) | (1,644) |
| As at 31 December | 5,403 | 5,193 |
| Amount recoverable after 12 months | 5,123 | 4,885 |

Contract assets with customers are in respect of commission arrangements where Funeral Benefit Options ("FBO") are added to Guaranteed over 50 policies. Commission on certain policies is received when the policyholder reaches a minimum age and for other policies is received upon redemption of the FBO. As the performance obligation occurs when the FBO is applied to the policy, no further services are required by the Company for the commission to become receivable.

The consideration amount for these contracts is variable and has been estimated using the expected value method, using lapse, funeral redemption and mortality assumptions based on historical experience.

## 14. Other Receivables

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| | | (restated) |
| | | Note 1 |
| Amounts due from parent company | 4,450 | 3,439 |
| Amounts due from fellow group companies | - | 319 |
| | 4,450 | 3,758 |
| Amounts recoverable after 12 months | - | - |

## 15. Cash and cash equivalents

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| Bank and cash balances | 9,249 | 10,966 |
| Short term deposits | 32,607 | 55,257 |
| | 41,856 | 66,223 |

## 16. Provisions

| | Commission clawback | Leasehold property | Gift Card | Other | 2022 Total |
|---|---|---|---|---|---|
| | £000 | £000 | £000 | £000 | £000 |
| At 1 January 2022 | 20,938 | 494 | 2,793 | 150 | 24,375 |
| Additions in the year | 24,757 | - | 9,440 | 149 | 34,346 |
| Adjustment through ROU asset | - | 100 | - | - | 100 |
| Released in the year | (1,556) | - | - | - | (1,556) |
| Utilised during the year | (29,633) | - | (10,345) | (69) | (40,047) |
| At 31 December 2022 | 14,506 | 594 | 1,888 | 230 | 17,218 |

The commission clawback provision represents the expected future clawback of commission income as a result of assumed lapses of policies or associated benefits. The lapse assumptions are based on historical experience for appropriate lines of business, reflecting the maturity of each policy at 31 December 2022.

The leasehold property provision is the Company's best estimate of the cost of removing alterations and returning its leased property to its original state at the end of the lease term. The timing of future cash outflows is dependent upon when the leases expire.

The gift card provision represents the Company's best estimate of the liability to make payments to policyholders in the form of gift cards as a welcome gift when taking out a policy.

The other provision represents the Company's contractual liability for the minimum guaranteed donation payable under a commercial participator agreement with a charitable partner.

## 17. Accruals and deferred income

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 (restated) Note 1 |
| Accrued expenses | 5,311 | 6,384 |
| Amount due for settlement after 12 months | - | - |

## 18. Lease liabilities

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| As at 1 January | 2,288 | 2,721 |
| Interest expense | 33 | 41 |
| Payments | (475) | (474) |
| As at 31 December | 1,846 | 2,288 |
| Amount due after 12 months | 1,397 | 1,846 |

Payments of £475,000 (2021: £474,000) consist of principal repayments of £442,000 (2021: £433,000) and interest expense of £33,000 (2021: £41,000).

**Maturity analysis – contractual undiscounted cash flows**

| | 2022 | 2021 |
|---|---|---|
| | £000 | £000 |
| Not later than one year | 474 | 474 |

| | | |
|---|---|---|
| Later than one year and no later than five years | 1,413 | 1,897 |
| | 1,887 | 2,371 |

Lease commitments are in respect of Redcliff Quay which is office space leased by the Company. The leases commenced in March 2017 and expire in March 2027.
The Company has elected not to recognise a lease liability for low value assets. Payments made under such leases are expensed on a straight-line basis.

The total cash outflow for leases (including the cash outflow for low value leases) for the year ended 31 December 2022 was £476,000 (2021: £478,000).

## 19. Other payables

| | 2022 £000 | 2021 £000 (restated) Note 1 |
|---|---|---|
| Amounts due to fellow group companies | 2,718 | 10 |
| Other payables | 944 | 1,644 |
| | 3,662 | 1,654 |
| Amount due for settlement after 12 months | - | - |

## 20. Share capital

| | 2022 £000 | 2021 £000 |
|---|---|---|
| Authorised: 5,000,100 (2021: 5,000,100) ordinary shares of £1 each | 5,000 | 5,000 |
| Issued and fully paid: 5,000,002 (2021: 5,000,002) ordinary shares of £1 each | 5,000 | 5,000 |

The holders of the ordinary shares are entitled to one vote per share on matters to be voted on by owners and to receive such dividends, if any, as may be declared by the Board of Directors in its discretion out of legally available profits.

## 21. Cash flows

| ***Cash flows from operating activities*** | 2022 £000 | 2021 £000 (restated) Note 1 |
|---|---|---|
| Profit for the year before tax | 16,804 | 43,119 |
| Non-cash movements in profit for the year before tax | | |
| Change in provisions | (7,157) | (2,752) |
| Depreciation of right of use asset | 382 | 372 |
| Interest on lease liabilities | 33 | 41 |
| Changes in operating assets and liabilities | | |
| Change in other assets | 815 | (3,849) |
| Change in other liabilities | (1,890) | (28,210) |
| Cash generated from operations | 8,987 | 8,721 |

The cash flow has been prepared using the indirect method.

## 22. Capital management

The Company's capital comprises share capital and reserves. At 31 December 2022, total capital was £30,402,000 (2021 restated: £49,302,000).

The Company is regulated by the FCA and is subject to regulatory capital regulations that specify the minimum amount of capital that must be held. The Company manages capital in accordance with these rules and has embedded in its processes the necessary tests to ensure continuous and full compliance with such regulations. The Company monitored and maintained net assets in excess of its regulatory capital throughout the period. At 31 December 2022, the amount of capital that the Company was required to hold was £2,068,000 (2021 restated: £3,094,000) and the excess capital over that required was £28,334,000 (2021 restated: £46,208,000).

The company produces a five year financial forecast as part of the Phoenix Group annual planning process, which was presented to the Company's Board in October 2022. This showed a positive profitability and maintenance of net assets of the company significantly in excess of the minimum capital requirements over the period.

## 23. Risk management

The Phoenix Group Risk Management Framework ("RMF") sets out the high level arrangements for risk management, control and assurance within Phoenix Group and its subsidiaries. A diagram showing the nine elements of the Group's RMF is presented within the Company's strategic report, with further detail included in the Group's 2022 Annual Report and Accounts. It is designed to provide a structured approach for identifying, assessing, controlling and monitoring financial and non-financial risks within Phoenix Group companies, which includes the Company.

***Climate risk***
Climate risk is defined as the risk of reductions in earnings and/or value related to the transition to a low carbon economy, and the physical impacts of climate change. This risk is treated as a cross-cutting risk which impacts all areas of the Risk Universe.

Identification of climate related risks has been embedded into the Group's RMF, which applies to the Company. Significant progress has been made in recent years in developing a risk metrics and targets framework, and establishing appropriate governance and risk management processes.

The Group has adopted a proactive approach towards combatting climate change. Key targets include a 2050 net zero carbon commitment for its investment portfolio, and interim decarbonisation targets for 2025 and 2030. Further details on managing the related climate change risks are provided in the Task Force for Climate-related Financial Disclosures (TCFD) within the Group's 2022 Annual Report and Accounts.

***Sales and distribution risk***
Sales and Distribution risk can be defined as inappropriate (unclear, unfair or misleading) financial promotions, sales practices and/or distribution agreements resulting in poor customer outcomes leading to reputational, financial and/or operational detriment.

The Company adheres to a financial promotions development process, which includes financial promotions training and accreditation, an agreed set of financial promotions principles and a financial promotions code of reference. Financial promotions are approved by Line 1 Risk and a subset by Line 2 Risk prior to issue.

The Company's Telephony and Digital sales processes are subject to an annual assurance plan and are evidenced regularly through controls dashboards within risk governance.

***Capital management risk***
Capital management is discussed in note 22.

***Lapse risk***
The Company monitors lapse experience on a monthly basis at a product and business channel level. The Company also considers lead indicators including information regarding the policies going into arrears and those close to the end of the default process.

The Company utilises a retention program to provide customers going into arrears with relevant information and options.

The Company has been actively monitoring lapse experience in light of COVID-19. The lapse assumptions within the Company's lapse provisions are based on data prior to the pandemic as it is currently considered to be too early to determine any longer-term impact on lapses.

***Liquidity risk***
The Company has 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 and this is monitored on an ongoing basis.

Key components of the monitoring framework include regular monitoring of cash flows and regular reviews to identify cash flow requirements.

***Sourcing and procurement risk***

The Company has established processes and controls across the business to minimise the risk of reductions in earnings and/or value through financial or reputation loss associated with outsourced partners and third party suppliers. The Company's Commercial team maintain a close working relationship with business functions and the Group's Legal team and employ a regular attestation program to ensure all contracts are appropriately approved, regularly monitored and correctly maintained.

The Company has managed the impacts of the COVID-19 pandemic on its own and its outsource service providers' ("OSPs") capacity, through business continuity arrangements, including focus on providing home working capability with appropriate controls and prioritising activities to focus on delivery of critical services to customers. All retained and outsourced functions have been able to continue throughout the pandemic.

The Company carries the risk that the OSPs used by the Company will no longer be able to provide the agreed services at an agreed cost and under the agreed timeframe. The Company manages this risk through established governance and relationship meetings together with regular updates from key OSPs on their business continuity arrangements.

***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.

*Credit risk management practices*

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

| **Category** | **Description** | **Basis for recognising 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, indicated by an increase in past-due amounts | Lifetime ECL (not credit impaired) |
| In default | There is evidence indicating the asset is credit-impaired, indicated by an increase in past-due amounts over 6 months old and increased counterparty risk by adverse changes in their credit ratings | Lifetime ECL (credit impaired) |
| Write-off | There is evidence indicating that the debtor is in severe financial difficulty and the Company 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.

| **Financial Assets** | **Note** | **External credit rating** | **Internal credit rating** | **ECL recognition** | **Gross carrying amount £000** | **Loss Allowance £000** | **Net carrying amount £000** |
|---|---|---|---|---|---|---|---|
| Contract assets | 13 | N/A | Performing | Lifetime ECL (simplified approach) | 5,403 | - | 5,403 |
| Intercompany receivable | 14 | AA- | Performing | 12 month ECL | 4,450 | - | 4,450 |
| Cash and cash equivalents: Bank and cash balances | 15 | BBB | Performing | 12 month ECL | 9,249 | - | 9,249 |
| Cash and cash equivalents: Short term deposits | 15 | AAA | Performing | 12 month ECL | 32,607 | - | 32,607 |

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.

Contract assets within the scope of IFRS 15 are shown separately and always measured at an amount equal to lifetime ECLs in accordance with accounting policy.

Intercompany receivables – The credit risk from activities undertaken in the normal course of business is considered to be extremely low risk. The Company assesses whether there has been a significant increase in credit risk since initial recognition by assessing past credit impairments, history of defaults and the long term stability of the Phoenix Group.

Cash and cash equivalents - The Company's cash and cash equivalents are held with two financial institutions, which have an AAA and BBB investment grade rating and a positive outlook. The Company therefore considers that its cash and cash equivalents have low credit risk based on the external credit rating of the counterparty and there being no history of default.

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.

## 24. Share Based Payments

***Share-based payment expense***

The expense recognised for employee services receivable during the year is as follows:

| | 2022 | 2021 |
|---|---|---|
| | £'000 | £'000 |
| Expense arising from equity-settled share-based payment transactions | 36 | 119 |

**Long-Term Incentive Plan ('LTIP')**

The Group implemented a long-term incentive plan to retain and motivate its senior management group. The awards under this plan are in the form of nil-cost options to acquire an allocated number of ordinary shares.

Assuming no good leavers or other events which would trigger early vesting rights, the 2020, 2021 and 2022 LTIP awards are subject to performance conditions tied to the Group's performance in respect of net operating cash receipts, return on shareholder value, persistency and total shareholder return ('TSR'). The 2022 LTIP also included a performance condition tied to the Group's performance on decarbonisation.

For all LTIP awards, a holding period applies so that any LTIP awards to Executive Committee members for which the performance vesting requirements are satisfied will not be released for a further two years from the third anniversary of the original award date. Dividends will accrue on LTIP awards until the end of the holding period. There are no cash settlement alternatives.

2022 LTIP awards were granted on 18 March 2022 and are expected to vest on 18 March 2025. The 2019 LTIP awards vested on 11 March 2022. The 2020 awards will vest on 13 March 2023 and the 2021 awards will vest on 12 March 2024.

The fair value of these awards is estimated at the average share price in the three days preceding the date of grant, taking into account the terms and conditions upon which the instruments were granted. The fair value of the LTIP awards is adjusted in respect of the TSR performance condition which is deemed to be a 'market condition'. The fair value of the 2020, 2021 and 2022 TSR elements of the LTIP awards has been calculated using a Monte Carlo model.

The inputs to this model are shown below:

| | 2022 TSR performance condition | 2021 TSR performance condition | 2020 TSR performance condition |
|---|---|---|---|
| Share price (£) | 639.0 | 738.6 | 586.3 |
| Expected term (years) | 3.0 | 3.0 | 3.0 |
| Expected volatility (%) | 31 | 30 | 20 |
| Risk-free interest rate (%) | 1.21 | 0.14 | 0.28 |
| Expected dividend yield (%) | Dividends are received by holders of the awards therefore no adjustment to fair value is required | | |

On 19 August 2022 and 17 August 2021, LTIP awards were granted to certain senior management employees. The vesting periods and performance conditions for these awards are linked to the core 2021 and 2022 LTIP awards respectively.

On 18 March 2022 and 19 August 2022 LTIP Buy-out awards were granted to certain senior management employees. There are discreet vesting periods for these awards and these grants of shares are conditional on the employees remaining in employment with the Group for the vesting period. Similar awards were also issued on 12 March 2021 and 17 August 2021.

On 14 August 2020, LTIP awards were granted to certain senior management employees. The vesting periods and performance conditions for these awards are linked to the Group's core 2018, 2019 and 2020 LTIP awards.
Each year, the Group issues a Chairman's share award under the terms of the LTIP which is granted to a small number of employees in recognition of their outstanding contribution in the previous year. The awards are granted on the same dates as the core 2019, 2020 and 2021 LTIP awards. These grants of shares are conditional on the employees remaining in employment with the Group for the vesting period and achieving an established minimum performance grading. Good leavers will be able to, at the discretion of the Remuneration Committee, exercise their full award at vesting.

**Deferred Bonus Share Scheme ('DBSS')**

Each year, part of the annual incentive for certain executives is deferred into shares of the parent company. The grant of these shares is conditional on the employee remaining in employment with the Group for a period of three years from the date of grant. Good leavers will be able to, at the discretion of the Remuneration Committee, exercise their full award at vesting. Dividends will accrue for DBSS awards over the three year deferral period. The number of shares for all outstanding DBSS awards was increased in July 2018 to take account of the impact of the 2018 Group rights issue.

The 2022 DBSS was granted on 18 March 2022 and is expected to vest on 18 March 2025. The 2019 DBSS awards vested on 11 March 2022. The 2020 awards are expected to vest on 13 March 2023 and the 2021 awards are expected to vest on 12 March 2024.

The fair value of these awards is estimated at the average share price in the three days preceding the date of the grant, taking into account the terms and conditions upon which the options were granted.

There were no DBSS awards granted to SunLife contracted employees in 2022.

**Sharesave scheme**

The sharesave scheme allows participating employees to save up to £500 each month for the UK scheme and up to €500 per month for the Irish scheme over a period of either three or five years. The 2022 sharesave options were granted on 15 April 2022.

Under the sharesave arrangement, participants remaining in the Group's employment at the end of the three or five year saving period are entitled to use their savings to purchase shares at an exercise price at a discount to the share price on the date of grant. Employees leaving the Group for certain reasons are able to use their savings to purchase shares if they leave prior to the end of their three or five year period.

In 2018, following the scheme of arrangement, participants in the sharesave plans at this time exchanged their options over shares in the previous parent company for equivalent options over PGH plc ordinary shares. All sharesave options were increased in July 2018 following the Group's rights issues and the exercise price of these awards was also amended as a result of these issues.

The fair value of the options has been determined using a Black-Scholes valuation model. Key assumptions within this valuation model include expected share price volatility and expected dividend yield.

The following information was relevant in the determination of the fair value of the 2018 to 2022 UK sharesave options:

| | 2022 Sharesave | 2021 Sharesave | 2020 Sharesave | 2019 Sharesave | 2018 Sharesave |
|---|---|---|---|---|---|
| Share price (£) | 6.142 | 7.486 | 5.664 | 6.800 | 7.685 |
| Exercise price (£) (Revised) | 5.090 | 5.890 | 4.970 | 5.610 | 5.629 |
| Expected life (years) | 3.25 and 5.25 | 3.25 and 5.25 | 3.25 and 5.25 | 3.25 and 5.25 | 3.25 and 5.25 |
| Risk-free rate (%) – based on UK government gilts commensurate with the expected term of the award | 2.0 (for 3.25 year scheme) and 1.9 (for 5.25 year scheme) | 0.5 (for 3.25 year scheme) and 0.7 (for 5.25 year scheme) | 0.5 (for 3.25 year scheme) and 0.5 (for 5.25 year scheme) | 1.0 (for 3.25 year scheme) and 1.1 (for 5.25 year scheme) | 1.0 (for 3.25 year scheme) and 1.1 (for 5.25 year scheme) |
| Expected volatility (%) based on the Company's share price volatility to date | 30.0 | 30.0 | 30.0 | 30.0 | 30.0 |
| Dividend yield (%) | 8.0 | 6.3 | 8.2 | 6.8 | 6.5 |

**Movements in the year**

The following tables illustrate the number of, and movements in, LTIP, Sharesave and DBSS share options during the year:

| | Number of share options 2022 | | |
|---|---|---|---|
| | LTIP | Sharesave | DBSS |
| Outstanding at the beginning of the year | 9,282 | 62,412 | 35,656 |
| Granted during the year | 1,729 | 22,418 | - |
| Forfeited/cancelled during the year | - | (3,265) | - |
| Exercised during the year | (1,735) | (16,707) | (20,035) |
| Dividends on vested awards | 308 | | 1,891 |
| **Outstanding at the end of the year** | **9,584** | **64,858** | **17,512** |

| | Number of share options 2021 | | |
|---|---|---|---|
| | LTIP | Sharesave | DBSS |
| Outstanding at the beginning of the year | 28,418 | 69,528 | 25,582 |
| Granted during the year | 31,738 | 15,942 | 8,432 |
| Forfeited/cancelled during the year | (52,887) | (6,424) | - |
| Exercised during the year | - | (16,634) | - |
| **Outstanding at the end of the year, excluding dividend shares** | **7,269** | **62,412** | **34,014** |
| Outstanding dividend shares | 2,013 | - | 1,642 |
| **Outstanding at the end of the year, including dividend shares** | 9,282 | 62,412 | 35,656 |

The weighted average fair value of options granted during the year was £1.19 (2021: £5.22).

The weighted average share price at the date of exercise for the rewards exercised is £6.13 (2021: £7.06).

The weighted average remaining contractual life for the rewards outstanding as at 31 December 2022 is 2.41 years (2021: 2.89 years).

## 25. Related party transactions

The Company enters into transactions with related parties in its normal course of business. These are at arm's length on normal commercial terms.

***Administration***
Phoenix Group Management Services Limited ("PGMS"), a fellow group company, provided administration services to the Company. The charge made to the Company for the year ended 31 December 2022 amounted to £1,044,000 (2021: £705,000) and at the end of the year £212,000 was payable (2021: £10,000 payable).

***Transactions with PLL***
Commission received from PLL for the year ended 31 December 2022 amounted to £77,503,000 (2021 restated: £122,890,000). Commission paid to PLL for the year ended 31 December 2022 amounted to £14,000 (2021: £27,000).

Amounts receivable from PLL at the end of the year amounted to £4,450,000 (2021 restated: £3,439,000).

The Company has a provision for commission clawback payable to PLL at 31 December 2022 of £13,300,000 (2021: £19,653,000).

During the year ended 31 December 2022, the Company made payments totaling £36,000 (2021: £19,000) to PLL as reimbursement for VAT liabilities settled by PLL on behalf of the Company. The company also received £135,000 (2021: nil) from PLL for VAT partial exemption refunds.

During the year ended 31 December 2022, the Company paid dividends to PLL of £32,500,000 (2021: £14,400,000).

***Amounts due to / from fellow group companies***
At 31 December 2022, an amount of £2,507,000 was payable to (2021 restated: £319,000 receivable from) fellow group companies in respect of group tax relief.

***Parent and ultimate parent entity***
Information on the Company's parent and ultimate parent is given in note 27.

***Key management compensation***
The compensation payable to employees classified as key management, which comprises the Directors, is disclosed in note 6. Other transactions are disclosed below:

| | 2022<br>£'000 | 2021<br>£'000 |
|---|---|---|
| Key management personnel and their close family members transactions with Pensions and Savings products sold by the Group: | | |
| Contributions in the year | - | 631 |
| Disinvestments in the year | - | 450 |
| Value of investments at year end | 2,243 | 2,369 |

## 26. Contingent liabilities

In the normal course of business, the Company is exposed to certain legal issues, which involve litigation and arbitration. At 31 December 2022, the Company had no known contingent liabilities.

## 27. Other information

The Company's immediate parent is Phoenix Life Limited and its ultimate parent is Phoenix Group Holdings plc, a company incorporated in England and Wales. A copy of the financial statements of Phoenix Group Holdings plc can be obtained from their company website, www.thephoenixgroup.com.