

HOW WE MANAGE THE PHOENIX LIFE LIMITED ALBA WITH-PROFITS FUND

A guide for policyholders with Unitised Capital Guaranteed Fund policies invested in this fund

The aims of this guide

The guide explains how we manage this with-profits fund and what it means for your policy.

Why this guide is important

It gives important information about how these with-profits policies work and what you can expect back from them.

Please keep this guide in a safe place with your other policy documents.

Introduction

This guide covers with-profits policies like yours, which invest in the Phoenix Life Limited Alba With-Profits Fund ('this fund'), through our Unitised Capital Guaranteed Fund.

These policies were transferred into Phoenix Life Limited from Alba Life on 31 December 2006 as the result of a scheme approved by the High Court.

There are separate guides for other types of with-profits policy investing in this fund.

Phoenix Life Limited has a number of other with-profits funds and separate guides are available for with-profits policies which invest in these funds.

Your policy may be split between unit-linked funds and this fund. This document relates to the with-profits element of your policy.

We aim to answer some of the questions you might ask about what happens to the money you have paid into policies invested this fund, and what affects the amount you may get back from your policy. The questions we aim to answer are:

- **How does this fund work?**
- **What are my benefits?**
- **How do you decide what bonuses to pay?**
- **What if I decide to cancel my policy early?**
- **How is this fund invested?**
- **What about the shareholders?**
- **Who looks after my interests?**
- **Where can I find out more?**

This guide is correct at 1 January 2009. The way we manage this fund may change from time to time. We will

write to you if we make changes that may have a major effect on your policy.

In particular, under the terms of the transfer into Phoenix Life Limited, when the value of the liabilities in this fund falls below £50 million, we will convert the remaining with-profits policies into non-profit policies with guaranteed future bonuses. This is not expected to occur before 2045.

If you would like more details about any of the information in this guide, please refer to the section **Where can I find out more?**.

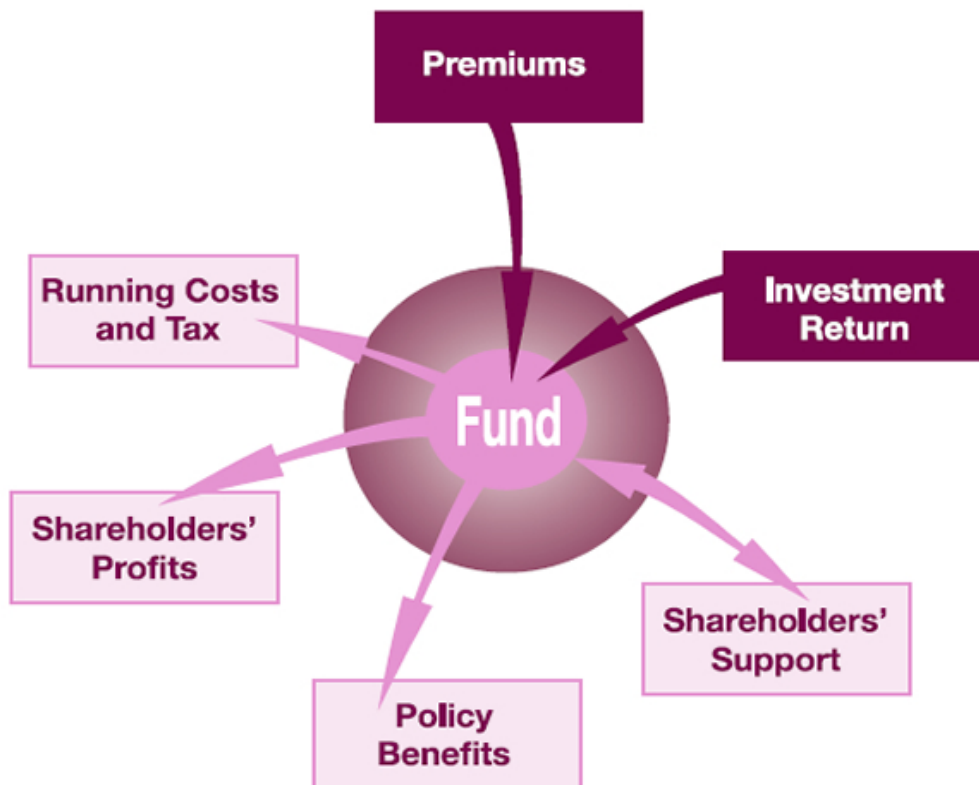
This guide does not form part of, or change, the terms or conditions of your policy.

How does this fund work?

The payments you make into your policy ('the premiums') go into this fund. Your money is pooled together with the premiums of the other policyholders who invest in this fund.

We use this fund to pay the policy benefits to policyholders who have paid premiums into this fund. We also pay our running costs and tax from this fund and an amount each year to our shareholders. Shareholders also provide support to this fund which we describe in the section **What about the shareholders?**.

We invest this fund in a variety of different types of investments which we describe in the section **How is this fund invested?**. The investment return consists of income from investments and profits and losses which increase or reduce the value of this fund.



What are my benefits?

Benefits from with-profits policies can be divided into two main types – benefits payable at maturity and those payable on earlier death:

- Maturity – This is when your policy has run for the number of years previously selected, the maturity date is usually called the 'selected retirement date';
- Earlier death – This is when the person (or one of the people) on whose death benefits are payable, dies before the maturity date.

Your premiums are used to buy with-profits units in this fund. The benefit payable at maturity is the value of the with-profits units. This benefit is a cash sum which is available to buy an income in retirement. The income that can be purchased will depend on the size of the sum, and the terms available at retirement for purchasing an income.

The following sections give more information about guarantees and bonuses.

Benefits we pay on earlier death are similar to those we pay at maturity.

To receive the full benefits, you must pay all the premiums that are due. If you decide to stop paying premiums to your policy, this will affect the level of benefit that you receive. There are more details in the section **What if I decide to cancel my policy early?**.

If you decide to surrender ('transfer') your policy, this will also affect the level of benefit that you receive. For pension policies, this applies if you decide to take benefits or transfer the value of your policy to another pension provider before your selected retirement age. There are more details in the section **What if I decide to cancel my policy early?**.

Your policy document will tell you more about your policy benefits.

Guarantees

We guarantee a minimum amount that you will get back from your policy, but the guarantee only applies at maturity or on earlier death.

The guaranteed minimum amount is initially the value of the with-profits units bought with your premiums. The unit price, which is guaranteed never to fall, normally increases from day to day as regular bonuses are added.

If you decide to cancel your policy early, we do not guarantee the amount that you will get back from your policy. There are more details in the section **What if I decide to cancel my policy early?**.

Bonuses

We pay policyholders their fair share of the profits from this fund as a regular bonus, added daily, to the unit price.

Bonuses are normally reviewed at least once a year, but we may change them at any time.

Any yearly statement that we send to you will include information about the annual bonuses added to your policy.

How we decide the bonuses is described in the section **How do you decide what bonuses to pay?**.

How do you decide what bonuses to pay?

We aim to pay all policyholders their fair share of the 'profits' this fund has earned over the time they have held their policy. When deciding what is a fair share, we consider the underlying value of specimen policies (sometimes called the 'asset share'), which takes into account the premiums paid and a number of factors including the policies' share of:

- this fund's investment performance (see the section **How is this fund invested?** for more details);
- our running costs, which include our administration costs, investment costs and commission;
- the tax we have to pay;
- the shareholders' share of profits (see the section **What about the shareholders?** for more details);
- charges for death benefits;
- charges for guarantees; and
- other profits and losses in this fund (these are explained later).

We work out the underlying value of policies to help us decide what bonuses to add.

Bonuses

Your policy shares in the profits (or losses) arising from this fund's investment performance and these are reflected in the bonuses.

We work out the bonus by smoothing this fund's actual investment performance, having allowed for tax. Smoothing works by holding back a proportion of the investment returns in good years and then using this to increase the value of the investment in relatively poor years. It means the up and down nature of investment performance has less effect on the value of your policy. As a result of smoothing, we may pay more or less than the underlying value of policies.

Charges for guarantees

No explicit charges are currently made for the cost of guarantees.

Other profits and losses in this fund

These arise from the other business risks that may affect the value of your policy. Policies only share in the profits or losses made from this fund's investment performance. They do not share in the miscellaneous profits and losses otherwise arising in this fund.

The underlying policy values may be charged for interest payable on loans made by the shareholders to this fund (see the section **What about the shareholders?** for more details).

The Phoenix Life Limited with-profits funds are each managed separately, as is the company's non-profit fund. In the unlikely event that one of the funds cannot afford the guaranteed benefits payable to its policyholders and there is no further support available from the shareholders, it may be necessary for the Phoenix Life Limited Alba With-Profits Fund to provide financial support. However, support would not be provided if this would cause this fund to be unable to support its own guarantees.

In the similarly unlikely event that this fund was unable to pay the guaranteed benefits payable to its policyholders and there was no further support available from the shareholders, financial support would be provided from the other with-profits funds, provided that they were still able to meet their own guarantees.

What if I decide to cancel my policy early?

If you decide to stop paying premiums to your policy before maturity or earlier death:

- a surrender value will be available; or
- the policy will be made 'paid-up' (see below for an explanation of this).

If you surrender ('transfer') your policy, we work out how much to pay you with the aim of being fair to policyholders who are leaving this fund and those who are staying. If there is any difference between the interests of policyholders who are leaving and those who are staying, we normally give priority to those staying.

For pension policies, the surrender value can either be paid to another pension provider (called a 'transfer value') or it may be used to provide benefits allowed by the pension rules at that time. If you decide to retire before, or after, the selected retirement date, the amount of pension you receive will change.

If you cash in with-profits units, at any time before maturity, a market value reduction (MVR) may be applied if the performance of this fund has been less than the growth in the unit price. We apply the MVR to ensure that:

- the surrender value is not unfairly higher than the policy's share of the underlying value of this fund's assets; and
- the interests of the remaining with-profits policyholders are protected.

The levels of MVR are reviewed at least once a year and may change at any time.

For some policies, there is also a withdrawal charge that applies on surrender.

We may apply the MVR:

- to partial transfers;
- on early or late retirement; or
- when with-profits units are switched to buy units in a unit-linked fund.

If your policy is made paid-up, you will not need to pay any more premiums. Your policy will continue until maturity or earlier death and we will continue to add any future bonuses.

How is this fund invested?

We invest this fund in a mix of assets such as property, bonds (types of loan usually issued by the Government or companies) and cash deposits.

How much we put into each type of investment will change over time. We aim to make sure that this fund can always meet its guarantees. Subject to this, we aim to get the highest possible investment return while balancing this with the degree of risk being taken. We currently hold some higher risk property investments, which we expect to provide a higher return. However, we do not invest in company shares and, because of the high risks associated with them, are unlikely to invest in them for the foreseeable future. The majority of assets held are lower risk investments such as bonds and cash.

As this fund gets smaller and policies on average get closer to maturity, we expect that we will invest less in higher risk investments and more in lower risk investments.

At the moment, there are different groups of with-profits policies in this fund with different mixes of assets. The mixes of assets and/or the groups may change in future if we think it would be fairer to with-profits policyholders. We use the relevant investment performance when working out underlying policy values.

Any yearly statement that we send to you will include information about the mix of assets applying to with-profits policies in this fund.

Who looks after my interests?

The Phoenix Life Limited Board makes all the decisions related to this fund. It also regularly reviews the level of risks in this fund to ensure that it remains acceptable. Our with-profits committee provides an independent review to help them.

What about the shareholders?

Shareholders can provide financial support to this fund. This, together with any excess assets in the non-profit fund, provides support to all the Phoenix Life Limited with-profits funds. In extremely adverse conditions, we would use this support to provide for guaranteed policy benefits, if the Phoenix Life Limited Alba With-Profits Fund is not able to do so. In return for providing this support, the shareholders receive a share of the

profits earned in this fund equal to a share of the value of any bonuses we add to certain policies.

The bonuses added to policies invested in the Unitised Capital Guaranteed Fund are not taken into account when we calculate the shareholders' share of profits.

In certain circumstances, the shareholders will loan money to this fund and they will be entitled to receive interest on any loan that has been provided. Currently, the non-profit fund has made a loan to this fund to support its financial position.

Where can I find out more?

You can get a more detailed description of how we manage this fund in our Principles and Practices of Financial Management document (PPFM). You can read our PPFM on our website at www.phoenixlife.co.uk or you can ask us for a copy.

Your policy document will provide more information on the guarantees and options applying to your particular policy. Any yearly statement that we send to you will include information about annual bonuses and changes to our practices.

Phoenix Life Limited is authorised and regulated by the Financial Services Authority.
Phoenix Life Limited is registered in England No. 1016269
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