



**Phoenix Life Limited
Britannic With-Profits Fund**

**Annual report to with-profits policyholders by the Board of Phoenix Life Limited
for the period 1 January 2009 to 31 December 2009**

Purpose

We set out how we manage the Phoenix Life Limited with-profits funds in our Principles and Practices of Financial Management (PPFM). In this report we give details of how we have complied with the PPFM for 2009 for our Britannic With-Profits Fund ('the fund').

Phoenix Life Limited has discretion in a number of areas, such as setting bonuses, policy payouts and surrender values, and in addressing any competing or conflicting rights of policyholders and shareholders. This report deals with how Phoenix Life Limited has exercised its discretion in these areas.

Background

The Phoenix Life Limited Britannic With-Profits Fund consists of former Britannic Assurance Ordinary Branch With Profits Fund policies and former Century Life With Profit Fund with-profits policies.

Phoenix Life Limited has eight with-profits funds including the Britannic With-Profits Fund. We manage each with-profits fund in accordance with its own subset of our PPFM. The with-profits bonuses, policy returns and payouts for each with-profits fund reflect the financial position of that fund. The performance of each with-profits fund reflects the historic performance of the original with-profits funds and companies up to their respective transfer to Phoenix Life Limited, and then their performance within Phoenix Life Limited since that time.

The Britannic With-profits Fund is part of Phoenix Life Limited, along with seven other with-profits funds and a non-profit fund. The Britannic With-Profits Fund is run as a separate ring fenced fund within Phoenix Life Limited but with the additional security that comes from being part of a large well capitalised company. In extreme circumstances one fund may have to provide financial assistance to another. However there are internal arrangements to ensure that Phoenix Life Limited holds assets in excess of the requirements of our regulator and, because of this, it is extremely unlikely that a with-profits policy in one fund will be affected by losses from another fund.

We have produced separate reports for our other with-profits funds.

Our PPFM is available on our website at www.phoenixlifegroup.co.uk, or you can ask us for a copy. We have produced a shorter guide called 'How we manage the Phoenix Life Limited Britannic With-Profits Fund' and this can be obtained in the same way.

The former Britannic Assurance policies fall into three main types. These are:

- traditional with-profits;
- unitised with-profits; and
- smoothed return.

The former Century Life policies are traditional with-profits and are split into three main groups depending on which company originally sold the policy. These are:

- National Employers Life (referred as ex-NEL);
- Sentinel Life (referred to as ex-Sentinel); and
- Prosperity Life (referred to as ex-PLA).

Independent review

The company formally consulted with, and took into account the opinions of the With-Profits Actuary and the With-Profits Committee (a committee which is independent by virtue of its majority of independent members) in respect of all material changes during 2009. This included consultation on the changes to bonus rates, surrender values and the estate.

The funds merger was subject to independent actuarial review and review by the Financial Services Authority. The funds merger was also subject to a court scheme.

Summary

Payouts for with-profits policies depend on the discretion exercised by Phoenix Life Limited. The interests of with-profits policyholders are protected by the PPFM of the company.

Each year the Board will produce a report to you, the with-profits policyholders, summarising compliance with the PPFM and how any discretion has been used over the previous year.

The PPFM guiding principles cover the following areas:

- Legal requirements, that is, Phoenix Life Limited and its with-profits funds are managed in accordance with Phoenix Life Limited's then current understanding of all legal and regulatory requirements.
- Basic fund concept, that is, subject only to the legal requirements guiding principle, the interests of with-profits policyholders extend to, but are also limited to, the assets of the fund to which the policy belongs.
- Fair treatment, that is, Phoenix Life Limited aims to treat its with-profits policyholders fairly.

The guiding principles are presented here at a high level rather than in the full detail of the PPFM. These guiding principles are applied in managing Phoenix Life Limited and all of its with-profits funds. Guiding principles are considered when applying the other fund specific principles and practices set out in the PPFM. In the event of a conflict with other principles these guiding principles take priority.

In the Board's opinion, the guiding principles were applied in accordance with the PPFM.

The principles for the Britannic With-Profits Fund cover:

- Amounts payable under a with-profits policy
- Annual bonus rates
- Final bonus rates
- Smoothing
- Surrender values
- Investment strategy
- Business risks
- Expenses and charges
- Estate management
- New business
- Equity between the fund and shareholders

These are expanded on in the sections below. In addition, there is a commentary on any changes to the PPFM, other significant events and communications to with-profits policyholders during the year.

Amounts payable under a with-profits policy

We aim to pay all policyholders their fair share of the profits which the fund has earned over the time they have held their policy. We pay the share of profits either in the form of annual and final bonuses, or smoothed returns. When deciding what is a fair share we consider the underlying value of representative specimen policies (sometimes called the 'asset share') as a guide. The underlying value of policies reflects the premiums paid and the investment performance of the fund over the lifetime of the policies, after allowing for factors such as our costs, the tax we have to pay, the shareholders' share of profits, charges for death benefits and other profits and losses. This was the approach we used over 2009.

The outcomes we describe below relating to bonus rates, smoothing, surrender values and investment strategy are all measured by reference to representative specimen policies rather than to each actual policy.

In the Board's opinion, the methodology used to calculate the underlying value of policies has been in line with the PPFM. Further, in the Board's opinion, the discretion applied to the methods used to determine payouts on all policies during 2009 has been in line with the PPFM.

Annual bonus rates

We declared annual bonus rates for 2008 (or for the year to 31 March 2009 for some former Century Life policies) in March 2009 as part of the 2008 year end valuation. We maintained the same rates (based on duration for former Britannic Assurance traditional with-profits policies) as those for 2007, other than for unitised with-profits pension policies where we reduced the rate.

We reviewed annual bonus rates for 2009 (or for the year to 31 March 2010 for some former Century Life policies) in December 2009. We subsequently declared these annual bonus rates in March 2010 as part of 2009 year end valuation. We maintained the same rates (based on duration for former Britannic Assurance traditional with-profits policies) as those for 2008.

We declared the following annual bonus rates for 2009 for former Britannic Assurance policies:

- for traditional with-profits life policies, at rates increasing from 0.25% to 1.60% of the sum assured, according to duration;
- for traditional with-profits retirement annuity policies, at rates increasing from 0.35% to 1.75% of the annuity, according to duration;
- for unitised with-profits life single premium policies, nil;
- for unitised with-profits life regular premium policies, nil; and
- for unitised with-profits pension policies, 1.00% per annum of with-profits and bonus units.

For former Britannic Assurance with-profits ISA business, we declared annual bonuses in advance at a rate of nil for 2009 and at a rate of nil to apply from 1 January 2010.

For former Britannic Assurance smoothed return business, where applicable, we declared annual bonuses in advance for 2009 and to apply from 1 January 2010, with rates varying depending on the unit series and date applicable.

We declared the following annual bonus rates for the year to 31 March 2010 (31 December 2009 for ex-PLA policies):

- for ex-NEL simple bonus policies, 6.00% of the sum assured, cash option or annuity;
- for ex-NEL compound bonus policies, 6.00% of the sum assured and 6.00% of the attaching bonuses;
- for ex-Sentinel simple bonus policies, 4.75% of the sum assured or annuity;
- for ex-Sentinel compound bonus policies, 3.80% of the sum assured or annuity and 3.80% of the attaching bonuses; and
- for ex-PLA policies, 3.35% of the sum assured and 4.00% of the attaching bonuses.

We declared interim annual bonus rates for 2009 and 2010 at the same rates as the 2008 and 2009 annual bonus rates respectively.

The Board is satisfied that the approach taken in determining annual bonuses during the year was in line with the PPFM.

Final bonus rates

Final bonuses are normally reviewed twice a year with new rates applying from January and July. For former Britannic Assurance policies an interim review of final bonuses was also carried out in October 2009 as a result of the unusual investment conditions during 2009. Former Century Life policies have a lower exposure to company shares (equities) so no interim review was necessary.

For former Britannic Assurance policies, we changed final bonus rates from 1 January 2009, 1 July 2009 and 1 October 2009 for traditional with-profits, and from the end of December 2008, end of June 2009, and end of September 2009 for unitised with-profits business. For some policies where the value of guaranteed benefits already exceeded the underlying value, we did not add any final bonus.

For former Century Life policies, we changed final bonus rates from 1 January 2009 and 1 July 2009. Ex-PLA policies do not receive final bonuses.

We also reviewed final bonus rates to apply from the end of December 2009 / 1 January 2010, for both former Britannic Assurance and former Century Life policies.

The Board is satisfied that the changes to final bonus rates resulted in changes to payouts that were consistent with the PPFM and were consistent with treating customers fairly.

Smoothing

We generally limit the changes in final bonuses to restrict differences in total maturity payouts (sum assured, annual bonus and final bonus) on similar maturing policies to 7.5% at each half yearly final bonus review and to 15% from one year to the next.

However, due to the unusual investment conditions, for the end of December 2008 / 1 January 2009 final bonus changes, we allowed an additional 5% reduction in total maturity payouts before smoothing applied. This meant that we generally limited reductions in total maturity payouts to 12.5% compared to similar maturity payouts in July 2008.

We also allowed an additional 5% reduction in total maturity payouts for the end of June 2009 / 1 July 2009 final bonus changes. This generally limited reductions in total maturity payouts to 12.5% compared to similar maturity payouts in January 2009.

For former Britannic Assurance policies, we made an interim review to generally increase final bonuses from October 2009. We generally allowed an increase in total maturity payments of up to 12.5% compared to similar payouts in July 2009.

We allowed an additional 5% increase in total maturity payouts for the end of December 2009 / 1 January 2010 final bonus changes. This generally limited increases in total maturity payouts to 12.5% compared to similar maturity payouts in July 2009.

For smoothed return policies, we changed smoothed returns from 1 January 2009, 1 April 2009, 1 July 2009 and 1 October 2009. We also reviewed them with effect from

1 January 2010. The precise dates the changes became effective depended on the type of business.

The Board is satisfied that these movements in final bonuses and maturity payouts in 2009, were necessary to keep payouts reasonably in line with the underlying value of policies, to ensure fairness between groups of policyholders and to protect the financial position of the fund, and were in line with the PPFM.

Surrender values

- For traditional business, during 2009, we broadly set surrender values with the aim of paying 100% of the underlying value less a 3% adjustment which gradually reduces to nil over the last 10 years to maturity. The adjustment is to protect the interests of continuing policyholders from bearing an increased share of the risks in the fund. Where the value of the guaranteed benefits was significantly higher than the underlying value, some allowance was made for the value of these guarantees. In particular, surrender values for retirement annuity policies were generally in excess of the underlying value. We reviewed the way we calculate surrender values at the end of 2009 with revised surrender values applying from 1 January 2010. Surrender values include an allowance for final bonus and these final bonus allowances were revised from 1 January 2009, 1 July 2009, 1 October 2009 for former Britannic Assurance policies and 1 January 2010 in line with changes in final bonus rates.
- For unitised with-profits business and smoothed return business, we based surrender values on the value of the with-profits and bonus units and final bonus, subject to the potential application of a market value reduction (MVR). If the underlying value was less than the value of the with-profits and bonus units, then no final bonus was added and we applied a market value reduction which reduced the value of the with-profits and bonus units, so that the surrender value reflected the underlying value. We apply market value reductions to ensure fairness to all with-profits policyholders, so that surrender values are not unfairly higher than the policies' share of the underlying value of the fund's assets.

Market value reductions were calculated on an individual policy basis throughout the year, changing daily / weekly in line with changing investment conditions.

In the Board's opinion, the methodology used to determine surrender values has been in line with the PPFM.

Investment strategy

During 2009, we invested the fund in a mix of assets such as company shares (equities), property, fixed interest stocks (bonds, types of loan usually issued by the Government or companies) and cash deposits. We had the following asset mixes for with-profits policies on 31 December 2009. The asset mix depends on whether policies are former Britannic Assurance or former Century Life. Also for former Britannic Assurance euro denominated policies there is a separate asset mix.

Asset type	Former Britannic Assurance policies		Former Century Life policies
	sterling	euro	
Company shares (equities)	46%	59%	14%
Fixed interest stocks - issued by the UK government (gilts)	16%	0%	56%
Fixed interest stocks - other (including corporate bonds)	31%	34%	28%
Property	6%	0%	2%
Cash	1%	7%	0%
Other	0%	0%	0%

The mix of assets is broadly the same as that on 31 December 2008, however the proportion for company shares (equities) has increased slightly for all types of business.

Where the fund invests in corporate bonds (types of loan issued by companies) we normally only invest in bonds with a high credit rating. During 2009, the credit rating was reduced on a number of the bonds we invested in, meaning that we had a higher proportion of lower rated bonds than we would normally aim to hold. On the advice of our investment managers we continued to hold most of these bonds and, over 2009, there was a very strong recovery in the overall value of these investments. It is likely that in the near future our exposure to lower rated bonds will remain higher than it has been in the past. Despite these holdings, the overall quality of our bond investments remains good.

The yearly statement that we send to with-profits policyholders includes information about the mix of assets for with-profits policies.

The fund also contains investments which back the non-profit business, the cost of guarantees, the cost of smoothing and the estate.

The Board is satisfied that the approach taken in following the investment strategy during the year was broadly in line with the PPFM.

Business risks

There was an annual review by the Board of existing business risk exposure. In the opinion of the Board, appropriate measures were taken to limit the with-profits business exposure to risk to amounts which are fair.

The Board is satisfied that it has managed its business in line with the PPFM, that is, in a prudent manner, having regard to both the risks and rewards of which it is aware.

Expenses and charges

During 2009, we charged a fair share of our expenses to the fund and we made an appropriate allocation to the underlying value of with-profits policies in the fund. The main expenses we charged to the fund in 2009 were due to:

- Management services

During 2009, Pearl Group Management Services and HCL (formerly Liberata) provided all the services required to operate the fund apart from investment management services. The charges are mainly expressed as an annual amount per policy which increases each year linked to the increase in the Retail Prices Index.

Pearl Group Management Services and HCL (formerly Liberata) made additional charges for certain one-off activities and developments and we generally apportioned such costs in a fair and reasonable manner, taking into account the beneficiaries of the activity.

- Investment management services

During 2009, investment management services for the fund were provided by Ignis Asset Management. The charges made by Ignis Asset Management in respect of the fund's investments were attributed to the fund.

- Direct and other costs

During 2009, the fund made a provision for the longevity (mortality) risk associated with the former Britannic Group defined benefit pension scheme in relation to former Britannic Assurance related participants as at 31 December 2004.

The Board is satisfied that we apportioned a fair share of the direct and other costs we incurred to the fund and that these were in line with the PPFM.

Allocation of taxation

We allocated a share of the provisional amount of tax we incurred to the fund, in line with the PPFM. We calculated this by treating the fund as though it was our only fund. Once we have agreed our tax charge with HM Revenue & Customs (HMRC), we will review the amount of tax we have allocated to the fund to ensure it is fair.

We made an appropriate allocation of tax to the underlying value of with-profits policies in the fund.

Estate management

The fund's estate provides working capital for the fund and supports the running of the fund. The estate is the excess assets that are not needed to support the fund's current and future liabilities. Profits and losses arising from policies in the fund affect the estate, including the cost of providing the guarantees and the cost of smoothing.

As the fund is closed, we aim to ensure a fair and orderly distribution of all the fund's assets including the estate, over the remaining lifetime of the policies in force. While making sure that we have enough working capital to cover the risks in the fund, we expect the estate to run down to zero over time, broadly in line with the remaining lifetime of the policies in the fund.

The level of working capital required by the fund is such that during 2009, we were not able to distribute any of the estate or the Buffer Reserve.

In the Board's opinion, the methodology used to calculate the estate has been in line with the PPFM. Furthermore, in the Board's opinion, the distribution of the estate has been in line with the PPFM.

New business

The fund is no longer actively seeking new business. The Board is satisfied that this is in line with the PPFM.

Equity between the fund and shareholders

Our shareholders received a share of the distributed profits equal to one ninth of the value of bonuses we distributed to with-profits policyholders. We charged the fund for any tax arising from the distribution of profits from the fund to the shareholders, other than in respect of former Century ex-PLA policies. The shareholders' share of distributed profits for 2009 was £6.4m.

The Board is satisfied that the shareholders' share of the distributed profits for 2009 is in line with the PPFM.

When Britannic With-Profits Fund pension policyholders retire, the pension is set up in, and then paid from, the company's non-profit fund. The with-profits fund pays the non-profit fund a fair value representing the cost of setting up the pension payments. The Board reviewed the terms for the cost of setting up the pension payments in July 2009 and November 2009. The Board is satisfied that the terms agreed were in line with the requirements of the PPFM.

Changes to the PPFM during 2009

We include a description of the recent changes to the PPFM with the annual statement we issue to with-profits policyholders.

Funds merger

We wrote to policyholders in August / September 2008 about our proposal to transfer certain policies of our sister companies Scottish Mutual Assurance Limited and Scottish Provident Limited to Phoenix Life Limited. This transfer took place on 6 February 2009 as a result of schemes approved by the UK High Court, the Royal Court of Jersey and the Royal Court of Guernsey. The policies were transferred into two new with-profits funds or the existing Non-Profit Fund in Phoenix Life Limited. None of the transferring policies were transferred to the Britannic With-Profits Fund.

The funds merger was subject to reports by the Head of Actuarial Function and the With-Profits Actuary. It was also subject to a report by an independent actuary and the Financial Services Authority did not object.

The February 2009 PPFM for Phoenix Life Limited was updated to allow for this transfer. Changes were made to take account of the transfer, related events and to create a consistent style and presentation. Apart from these changes, the February 2009 Phoenix Life Limited PPFM reflected the existing Phoenix Life Limited PPFM and the PPFMs of Scottish Mutual Assurance Limited and Scottish Provident Limited.

Communications to with-profits policyholders

During 2009, we provided with-profits policyholders with key information concerning annual bonuses, investment mixes and changes to the PPFM with their annual statement.

Conclusion

It is the opinion of the company that Phoenix Life Limited including the Britannic With-Profits Fund was, in all material respects, managed in accordance with the PPFM over 2009.

The With-Profits Committee has reviewed this annual report to with-profits policyholders and does not wish to make any additional or separate reports.

The Directors of Phoenix Life Limited

June 2010

Report to with-profits policyholders by the With-Profits Actuary of the Phoenix Life Limited Britannic With-Profits Fund for the period 1 January 2009 to 31 December 2009

Purpose

The Principles and Practices of Financial Management (PPFM) for Phoenix Life Limited ('the company') is a detailed document which sets out how the company manages its with-profits business.

The company has discretion in a number of areas, such as setting bonuses, policy payouts and surrender values, and in addressing any competing or conflicting rights of policyholders and shareholders.

The purpose of my report to the company's with-profits policyholders in the Britannic With-Profits Fund is to give my opinion, as required by the rules of the Financial Services Authority, as to whether the company has taken the interests of these with-profits policyholders into account in a reasonable and proportionate manner in exercising this discretion during 2009.

Conclusion

In my opinion, the company has taken the interests of the Britannic With-Profits Fund with-profits policyholders into account in a reasonable and proportionate manner in exercising this discretion during 2009.

My opinion is based on the information which the company provided to me during the year.

The Board for Actuarial Standards has issued a Technical Actuarial Standard on Reporting ('TAS R') which applies to reports produced by actuaries. My report, when considered alongside the information in the company's own report to which my report is annexed, together with the other information provided to policyholders in relation to 2009, is intended to comply with TAS R.

Andrew Rendell
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With-Profits Actuary
June 2010