

Pearl Group Holdings (No. 1) Limited

Company Registration Number: 3524909

DIRECTORS' REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS
for the year ended 31 December 2012

Pearl Group Holdings (No. 1) Limited

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Directors' report

The Directors present their report and the financial statements of Pearl Group Holdings (No. 1) Limited ('the Company') and its subsidiary (together referred to as 'the Group'), for the year ended 31 December 2012.

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

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

Business Review

Principal activity

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

Result and dividends

The results of the Group for the year are shown in the consolidated income statement on page 7. The profit before tax was £144.4m (2011: £158.1m) and the total consolidated comprehensive loss was £26.0m (2011: £315.9m income - restated).

Dividends totalling £15.2m (2011: £459.0m) and the coupon on the Perpetual Reset Capital Securities of £25.9m (2011: £25.9m) were paid during the year.

Prior period adjustment

In 2010 a new funding agreement was signed which required the Company to provide funding contributions to the PGL Pension Scheme (the 'Scheme') of £187.0m over the period from 1 September 2010 to 31 August 2017. The annual IAS 19 valuations since 2010 have shown a surplus position for the Scheme and in accordance with IFRIC 14 'IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction' the majority of this surplus has been considered to be recoverable by the Company in the form of a refund. This surplus has then been presented in the Company's accounts net of a 35% penal tax charge theoretically payable on the recoverable surplus on winding up of the Scheme.

IFRIC 14 requires that where a minimum funding requirement is in place, to the extent that the additional future contributions will not be available to the Company after they are paid into the Scheme, a liability should be recognised at the point at which the funding obligation exists. It is considered that under the terms of the funding agreement an unconditional obligation exists to make the contributions to the Scheme. Although these future contributions can be recovered as a refund at the end of the Scheme's life, the payment of the penal tax charge by the Scheme occurs prior to any refund being paid to the Company. IFRIC 14 requires that this penal tax charge on the value of the future contributions is shown as a reduction against the value of the pension asset. This adjustment was processed in the Company's accounts for the first time in 2012 and restating the 2011 figures.

Had the above adjustment been made in 2010, the Scheme surplus in the Statement of consolidated financial position would have reduced by £41.7m from £59.0m to £17.3m, and the Company would have recognised a deferred tax asset of £32.2m. The opening position at 1 January 2011 has been restated to reflect the above amendments, a net decrease of £9.5m in retained earnings. The Scheme surplus at 31 December 2011 has been restated to £227.8m, a reduction of £33.6m from the surplus previously reported, and a deferred tax asset of £14.3m was recognised, where previously a deferred tax liability of £9.7m was reported.

The statement of consolidated comprehensive income on page 7, the statement of consolidated financial position on page 8 and the statement of consolidated changes in equity on page 10 are restated to show the impact of this change. A statement of financial position at 31 December 2010 has not been presented as it is not felt to add any further clarity to the information presented above.

Position as at 31 December 2012

The net assets of the Group at 31 December 2012 were £3,387.0m (2011: £3,447.7m - restated). The decrease in the period reflects total consolidated comprehensive loss arising in the period of £26.0m (2011: £315.9m income - restated), coupon payments, net of tax relief, on the Perpetual Reset Capital Securities of £19.5m (2011: £19.0m) and dividends paid to Impala Holdings Limited of £15.2m (2011: £459.0m).

Principal risks and uncertainties

The principal risks and uncertainties facing the Group are:

- interest rate risk, since the movement in interest rates will impact the value of interest payable and receivable by the Group;
- liquidity risk, exposure to liquidity risk as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements;

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- credit risk, arising from the default of the counterparty to a particular financial asset and is significantly reduced as assets are primarily inter-company receivables from other Group entities; and
- longevity risk in the PGL Pension Scheme ('the Scheme'), arising from faster than expected improvements in life expectancy of the members of the Scheme.

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

Key Performance Indicators ('KPIs')

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

Going concern

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

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

Corporate governance statement

As a result of the Group having in issue £425.0 million of 6.5864% Perpetual Reset Capital Securities ('the Notes') which are admitted to the Official List of the UK Listing Authority and are traded on the London Stock Exchange, there is a requirement to report on the corporate governance of the Group. Details of the Notes are found under Note 14 to the consolidated financial statements.

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

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

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

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

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:

| | | | |
|---------------|----------------------------|----------|------------------|
| J McConville | Appointed 7 January 2013 | | |
| F Clutterbuck | Appointed 6 February 2013 | | |
| R Thakrar | Appointed 20 February 2013 | | |
| P Miles | | Resigned | 19 December 2012 |
| D Richardson | | Resigned | 31 January 2013 |

Secretary

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

Disclosure of indemnity

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

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Disclosure of information to auditors

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

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

Re-appointment of auditors

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

On behalf of the Board



J McConville
Director

19 June 2013

Statement of Directors' responsibilities

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

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

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

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

We have audited the financial statements of Pearl Group Holdings (No.1) Limited for the year ended 31 December 2012 which comprise the Group and Parent Company Income Statements, the Group and Parent Company Statements of Comprehensive Income, the Group and Parent Company Statements of Financial Position, the Group and Parent Company Statements of Cash Flow, the Group and Parent Company Statements of Changes in Equity and the related notes 1 to 33 and note A. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' responsibilities set out on page 5, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2012 and of the group's and the parent company's profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the group financial statements.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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

Ernst & Young LLP

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

2/6 June 2013

Pearl Group Holdings (No. 1) Limited

Consolidated income statement
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 £m |
|---|-------|------------|------------|
| Revenue | | | |
| Net investment income | 4 | 182.7 | 171.0 |
| Other operating income | 5 | 2.2 | 2.2 |
| Total income | | 184.9 | 173.2 |
| Administrative expenses | 6 | (5.4) | 12.8 |
| Profit before finance costs and tax | | 179.5 | 186.0 |
| Finance costs | 10 | (35.1) | (27.9) |
| Profit for the year before tax | | 144.4 | 158.1 |
| Tax charge | 11 | (34.4) | (36.1) |
| Profit for the year attributable to owners | | 110.0 | 122.0 |

Statement of consolidated comprehensive income
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 Restated £m |
|--|-------|------------|------------------------|
| Profit for the year | | 110.0 | 122.0 |
| Other comprehensive income: | | | |
| Actuarial (loss)/gain on defined benefit pension scheme | 20 | (133.3) | 183.2 |
| Deferred tax (charge)/credit | 11 | (2.7) | 10.7 |
| | | (136.0) | 193.9 |
| Total comprehensive (loss)/income for the year attributable to owners | | (26.0) | 315.9 |

Pearl Group Holdings (No. 1) Limited

Statement of consolidated financial position
as at 31 December 2012

| | Notes | As at 31 December 2012 £m | As at 31 December 2011 Restated £m |
|---|-------|------------------------------------|--|
| Equity attributable to owners | | | |
| Share capital | 12 | 34.7 | 34.7 |
| Share premium | 13 | 1,574.1 | 1,574.1 |
| Perpetual reset capital securities | 14 | 496.5 | 496.5 |
| Retained earnings | | 1,281.7 | 1,342.4 |
| Total equity | | 3,387.0 | 3,447.7 |
| Non-current liabilities | | | |
| Deferred income | 15 | 1.7 | 3.9 |
| Total non-current liabilities | | 1.7 | 3.9 |
| Current liabilities | | | |
| Accruals and deferred income | | 5.1 | 2.0 |
| Deferred income | 15 | 2.2 | 2.2 |
| Amounts due to Phoenix Group entities | 17 | 33.4 | 47.0 |
| Derivatives | 18 | 25.0 | 34.1 |
| Total current liabilities | | 65.7 | 85.3 |
| Total liabilities | | 67.4 | 89.2 |
| Total equity and liabilities | | 3,454.4 | 3,536.9 |
| Non-current assets | | | |
| Pension scheme surplus | 20 | 124.9 | 227.8 |
| Pension reimbursement asset | 20 | 95.0 | 94.1 |
| Long-term loans and receivables | 21 | 967.7 | 979.4 |
| Deferred tax | 16 | 4.6 | 14.3 |
| Total non-current assets | | 1,192.2 | 1,315.6 |
| Current assets | | | |
| Short-term loans and receivables | 22 | 2,064.0 | 2,122.6 |
| Amounts due from Phoenix Group entities | 23 | 113.5 | 7.4 |
| Prepayments and accrued income | 24 | 49.7 | 52.1 |
| Other receivables | 19 | 30.3 | 36.7 |
| Financial assets | 25 | 4.1 | 2.2 |
| Cash and cash equivalents | 27 | 0.6 | 0.3 |
| Total current assets | | 2,262.2 | 2,221.3 |
| Total assets | | 3,454.4 | 3,536.9 |

On behalf of the Board



J McConville
Director
19 June 2013

Pearl Group Holdings (No. 1) Limited

Statement of consolidated cash flows
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 £m |
|--|-------|---------------|---------------|
| Cash flows from operating activities | | | |
| Cash (absorbed)/generated by operations | 28 | (24.6) | 24.8 |
| Net cash flows from operating activities | | <u>(24.6)</u> | <u>24.8</u> |
| Cash flows from investing activities | | | |
| Repayment of borrowings by Phoenix Group entities | | 79.8 | 44.6 |
| Collateral repaid/(lodged) | | 6.4 | (48.2) |
| Purchase of financial assets | | (1.9) | - |
| Proceeds from sale of financial assets | | - | 22.2 |
| Net cash flows from investing activities | | <u>84.3</u> | <u>18.6</u> |
| Cash flows from financing activities | | | |
| Interest paid on derivatives | | (33.5) | (32.4) |
| Coupons paid on perpetual reset securities | | (25.9) | (25.9) |
| Net cash flows from financing activities | | <u>(59.4)</u> | <u>(58.3)</u> |
| Net increase/(decrease) in cash and cash equivalents | | <u>0.3</u> | <u>(14.9)</u> |
| Cash and cash equivalents at the beginning of the year | | <u>0.3</u> | <u>15.2</u> |
| Cash and cash equivalents at the end of the year | 27 | <u>0.6</u> | <u>0.3</u> |
| <u>Supplementary disclosures on cash flows from operating activities</u> | | | |
| Interest received | | <u>145.0</u> | <u>69.4</u> |

Pearl Group Holdings (No. 1) Limited

Statement of consolidated changes in equity
for the year ended 31 December 2012

| | Share capital (note 12) £m | Share premium (note 13) £m | Perpetual reset capital securities (note 14) £m | Retained earnings £m | Total £m |
|---|----------------------------------|----------------------------------|--|----------------------------|----------------|
| At 1 January 2012 | 34.7 | 1,574.1 | 496.5 | 1,342.4 | 3,447.7 |
| Profit for the year | - | - | - | 110.0 | 110.0 |
| Other comprehensive loss | - | - | - | (136.0) | (136.0) |
| Total comprehensive loss for the year | - | - | - | (26.0) | (26.0) |
| Dividend paid | - | - | - | (15.2) | (15.2) |
| 2012 coupon on perpetual reset capital securities | - | - | - | (25.9) | (25.9) |
| Tax relief on 2012 coupon | - | - | - | 6.4 | 6.4 |
| At 31 December 2012 | 34.7 | 1,574.1 | 496.5 | 1,281.7 | 3,387.0 |

| | Share capital (note 12) £m | Share premium (note 13) £m | Perpetual reset capital securities (note 14) £m | Retained earnings (Restated) £m | Total £m |
|---|----------------------------------|----------------------------------|--|--|----------------|
| At 1 January 2011 – as restated | 34.7 | 1,574.1 | 496.5 | 1,504.5 | 3,609.8 |
| Profit for the year | - | - | - | 122.0 | 122.0 |
| Other comprehensive income | - | - | - | 193.9 | 193.9 |
| Total comprehensive income for the year | - | - | - | 315.9 | 315.9 |
| Dividend paid | - | - | - | (459.0) | (459.0) |
| 2011 coupon on perpetual reset capital securities | - | - | - | (25.9) | (25.9) |
| Tax relief on 2011 coupon | - | - | - | 6.9 | 6.9 |
| At 31 December 2011 | 34.7 | 1,574.1 | 496.5 | 1,342.4 | 3,447.7 |

Included in retained earnings are reserves of £160.0m (2011: £14.9m) which are considered distributable.

Notes to the consolidated financial statements

1. Accounting policies

(a) Basis of preparation

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

Statement of compliance

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

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

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

Prior period adjustment

In 2010 a new funding agreement was signed which required the Company to provide funding contributions to the PGL Pension Scheme (the 'Scheme') of £187.0m over the period from 1 September 2010 to 31 August 2017. The annual IAS 19 valuations since 2010 have shown a surplus position for the Scheme and in accordance with IFRIC 14 'IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction' the majority of this surplus has been considered to be recoverable by the Company in the form of a refund. This surplus has then been presented in the Company's accounts net of a 35% penal tax charge theoretically payable on the recoverable surplus on winding up of the Scheme.

IFRIC 14 requires that where a minimum funding requirement is in place, to the extent that the additional future contributions will not be available to the Company after they are paid into the Scheme, a liability should be recognised at the point at which the funding obligation exists. It is considered that under the terms of the funding agreement an unconditional obligation exists to make the contributions to the Scheme. Although these future contributions can be recovered as a refund at the end of the Scheme's life, the payment of the penal tax charge by the Scheme occurs prior to any refund being paid to the Company. IFRIC 14 requires that this penal tax charge on the value of the future contributions is shown as a reduction against the value of the pension asset. This adjustment was processed in the Company's accounts for the first time in 2012 and restating the 2011 figures.

Had the above adjustment been made in 2010, the Scheme surplus in the Statement of consolidated financial position would have reduced by £41.7m from £59.0m to £17.3m, and the Company would have recognised a deferred tax asset of £32.2m. The opening position at 1 January 2011 has been restated to reflect the above amendments, a net decrease of £9.5m in retained earnings. The Scheme surplus at 31 December 2011 has been restated to £227.8m, a reduction of £33.6m from the surplus previously reported, and a deferred tax asset of £14.3m was recognised, where previously a deferred tax liability of £9.7m was reported.

The statement of consolidated comprehensive income on page 7, the statement of consolidated financial position on page 8 and the statement of consolidated changes in equity on page 10 are restated to show the impact of this change. A statement of financial position at 31 December 2010 has not been presented as it is not felt to add any further clarity to the information presented above.

(b) Critical accounting estimates and judgements

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

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

Fair value of financial assets and liabilities

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

Impairment of investments in subsidiaries and loans to Phoenix Group entities

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

Income taxes

Deferred tax assets are recognised to the extent that they are regarded as recoverable, that is to the extent that, on the basis of all the available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which the losses can be relieved. The UK taxation regime applies separate rules to trading and capital profits and losses. The distinction between temporary differences that arise from items of either a capital or trading nature may affect the recognition of deferred tax assets. Any judgements made, and uncertainties considered, in arriving at the carrying value of deferred tax assets and liabilities in the consolidated financial statements are discussed in note 16.

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

Pension benefit assets and liabilities

The valuation of pension benefit assets and liabilities is determined using actuarial valuations, which involves making assumptions about discount rates, expected return rates on assets, future salary increases, mortality rates and future pension increases. As defined benefit pension plans are long term in nature, such assumptions are subject to significant uncertainty. Details of the key assumptions used are shown in note 20. The Company's policy in relation to employee benefits is detailed in accounting policy (e).

(c) Obligations for repayment of collateral received

It is the Group's practice to obtain collateral in respect of derivative transactions, usually in the form of cash or marketable securities. Where collateral is available to the Group for investment purposes it is recognised as a financial asset and the collateral repayable is recognised as 'obligations for repayment of collateral received' in the statement of consolidated financial position. The 'obligations for repayment of collateral received' are measured at amortised cost, which in the case of cash is equivalent to cost.

(d) Income tax

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

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

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

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

(e) Employee benefits

Defined contribution plans

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

Defined benefit scheme

The net surplus or deficit in respect of the defined benefit pension scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years; that benefit is discounted to determine its present value and the fair value of any scheme assets is deducted. The discount rate is the yield at the period end on AA credit rated bonds that have maturity dates approximating to the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method. As required by IFRIC 14, the extent that the surplus exceeds the amount that will be utilised over the remaining life of the scheme, a deduction is made from the surplus for tax that would arise on a refund of the surplus.

The movement in the reported surplus/deficit is analysed between the service cost (recognised within administrative expenses in the consolidated income statement), the net interest gain or loss on the liabilities less the expected return on assets including any reimbursement assets (recognised within net investment income in the consolidated income statement), curtailment gains/losses (recognised within administrative expenses in the consolidated income statement) and actuarial gains and losses (recognised in the statement of consolidated comprehensive income). All actuarial gains and losses are recognised in full.

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

(f) Investments in subsidiaries

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

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

(g) Amounts due from Phoenix Group entities

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

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

(h) Derivatives

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

Fair value estimation

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

Collateral

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

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

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

(i) Financial assets

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

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

(j) 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.

(k) Dividends

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

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

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

(l) Income recognition

Net investment income comprises interest, dividends, net expected return on pension scheme assets and fair value gains and losses on financial assets and amounts owed by Phoenix Group entities.

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

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

(m) Finance costs

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

(n) Ordinary share capital

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

(o) Perpetual Reset Capital Securities

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

(p) Events after the reporting period

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

2. Financial information

The financial statements for the year ended 31 December 2012, set out on pages 7 to 35, were authorised by the Board of Directors for issue on 19 June 2013.

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

- Deferred tax – Recovery of Underlying Assets (Amendments to IAS 12) (2012). This provides a practical approach to the measurement of deferred tax liabilities and assets when investment property is measured at fair value, according to whether the entity expects to recover an asset by using or selling it.
- Disclosure – Transfer of Financial Assets (Amendments to IFRS 7) (2012). This revises the required disclosures to help users of financial statements evaluate the risk exposures relating to transfers of financial assets and the effect of those risks on an entity's financial position.

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

- IFRS 9 Financial Instruments (2015). This is the first two parts of a replacement standard for IAS 39 Financial Instruments: Recognition and Measurement and deals with the classification and measurement of financial assets and financial liabilities, including some hybrid contracts.
- IFRS 10 Consolidated Financial Statements (2014) provides a single consolidation model that identifies control as the basis for consolidation for all types of entities.
- IFRS 12 Disclosure of Interests in Other Entities (2014) combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities.
- IFRS 13 Fair Value Measurement (2013) defines fair value and sets out in a single IFRS a framework for measuring fair value.
- Presentation of Items of Other Comprehensive Income (Amendments to IAS 1) (2013). The amendment requires companies to group together items within other comprehensive income that may be reclassified to the profit or loss section of the income statement.
- IAS 19 Employee Benefits (Amendment) (2013). The IASB has issued numerous amendments to IAS 19. These range from fundamental changes like removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The impact of adopting this standard would be to reduce the net pension expense in the consolidated income statement with a corresponding increase in expense in other comprehensive income. There would be no impact on net assets.
- IAS 27 Separate Financial Statements (Revised) (2014). IAS 27 now only deals with the requirements for separate financial statements, which have been carried over largely unamended from IAS 27 Consolidated and Separate Financial Statements. Requirements for consolidated financial statements are now contained in IFRS 10 Consolidated Financial Statements.
- Annual Improvements to IFRS 2009-2011 cycle (2013). This makes a number of minor improvements to existing standards and interpretations.
- Transition Guidance (Amendments to IFRS 10, IFRS 11 and IFRS 12) (2013).

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

- IFRS 11 Joint Arrangements (2013) establishes principles for financial reporting by parties to a joint arrangement.
- IAS 28 Investments in Associates and Joint Ventures (Revised) (2014).
- Investment Entities (Amendment to IFRS 10) (2013).
- Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters (Amendments to IFRS 1) (2012).
- IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine (2013).
- Government Loans (Amendments to IFRS 1) (2013).

Pearl Group Holdings (No. 1) Limited

3. Segmental analysis

The Group has one reportable segment, comprising loans to entities within the group headed by Phoenix Group Holdings. Its revenue principally comprises the interest income derived from these amounts. Information relating to this segment is included in the consolidated income statement and statement of consolidated financial position on pages 7 and 8 respectively.

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

Predominantly all assets are located in the United Kingdom.

4. Net investment income

| | 2012 £m | 2011 £m |
|---|--------------|--------------|
| Investment income | | |
| Interest income on loans and receivables | 149.7 | 165.0 |
| Interest income on financial assets held for trading | 17.6 | 19.2 |
| Net expected return on pension scheme assets | 6.2 | 2.7 |
| Other interest received | 0.1 | 0.2 |
| | <u>173.6</u> | <u>187.1</u> |
| Fair value losses | | |
| Financial assets at fair value through profit or loss | | |
| Held for trading - derivatives | 9.1 | (16.1) |
| | <u>182.7</u> | <u>171.0</u> |

Interest income on loans and receivables includes interest of £149.7m (2011: £165.0m) on amounts due from other entities within the group headed by Phoenix Group Holdings ('Phoenix Group entities').

5. Other operating income

| | 2012 £m | 2011 £m |
|--------------------------------------|------------|------------|
| Release of deferred income (note 15) | <u>2.2</u> | <u>2.2</u> |

6. Administrative expenses

| | 2012 £m | 2011 £m |
|---|------------|---------------|
| Professional fees | - | 2.2 |
| Pension scheme - current service cost (note 20) | - | 2.0 |
| Pension scheme - curtailment gains (note 20) | - | (6.7) |
| Pension scheme - past service cost (note 20) | (1.1) | (10.3) |
| Pension scheme - settlement cost - ETV exercise (note 20) | 6.5 | - |
| | <u>5.4</u> | <u>(12.8)</u> |

Pearl Group Holdings (No. 1) Limited

7. Employee information

Employee costs comprise:

| | 2012 | 2011 |
|------------------------------------|------|------|
| | £000 | £000 |
| Wages and salaries | 444 | 335 |
| Social security contributions | 52 | 40 |
| | 496 | 375 |
| | 2012 | 2011 |
| Average number of persons employed | 9 | 7 |

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

8. Directors' remuneration

| | 2012 | 2011 |
|--|--------|--------|
| | £ | £ |
| Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes) | 61,742 | 69,633 |
| Share-based payments | 28,858 | 56,537 |
| Contributions to money purchase pension schemes | 2,938 | 6,332 |
| Number of Directors who are members of a money purchase pension scheme | 3 | 2 |

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

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

9. Auditors' remuneration

The remuneration of the auditors of the Group, including their associates, in respect of the audit of the financial statements was £0.1m (2011: £0.1m) which is borne by the Group's parent, Impala Holdings Limited.

10. Finance costs

| | 2012 | 2011 |
|---|------|------|
| | £m | £m |
| Interest expense on loans and receivables | - | 1.4 |
| Interest expense on financial assets held for trading | 35.1 | 26.5 |
| | 35.1 | 27.9 |

Interest expense on loans and receivables includes interest of £nil (2011: £1.4m) on amounts due to Phoenix Group entities.

Interest expense on financial assets held for trading includes interest payable on interest rate swaps of £35.1m (2011: £26.5m).

Pearl Group Holdings (No. 1) Limited

11. Taxation

Current year tax charge in the consolidated income statement

| | 2012 £m | 2011 £m |
|--------------------------------------|--------------------|--------------------|
| Current tax: | | |
| UK Corporation tax | 27.5 | 33.1 |
| Adjustment in respect of prior years | (0.1) | (4.9) |
| | <u>27.4</u> | <u>28.2</u> |
| Deferred tax: | | |
| Reversal of temporary differences | | |
| Pension scheme movements | 6.3 | 6.8 |
| On provisions for future expenditure | 1.6 | 2.1 |
| Effect of changes in tax rate | (0.9) | (1.0) |
| | <u>7.0</u> | <u>7.9</u> |
| Total tax charge | <u><u>34.4</u></u> | <u><u>36.1</u></u> |

Tax charged/(credited) to the statement of consolidated comprehensive income

| | 2012 £m | 2011 £m |
|--|------------|---------------|
| Deferred tax on actuarial gains of defined benefit schemes | <u>2.7</u> | <u>(10.7)</u> |

Reconciliation of tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 24.5% (2011: 26.5%). The differences are reconciled below:

| | 2012 £m | 2011 £m |
|--|--------------------|--------------------|
| Profit before tax | <u>144.4</u> | <u>158.1</u> |
| Tax at standard UK rate of 24.5% (2011: 26.5%) | 35.4 | 41.9 |
| Disallowable expenses | - | 0.1 |
| Deferred tax rate change | (0.9) | (1.0) |
| Adjustments in respect of prior years | (0.1) | (4.9) |
| Total tax charge for the year | <u><u>34.4</u></u> | <u><u>36.1</u></u> |

12. Share capital

| | 2012 £m | 2011 £m |
|---|-------------|-------------|
| Issued and fully paid: | | |
| 694,108,418 (2011: 694,108,418) ordinary shares of £0.05 each | <u>34.7</u> | <u>34.7</u> |

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

Pearl Group Holdings (No. 1) Limited

13. Share premium

| | 2012 £m | 2011 £m |
|------------------------------|----------------|----------------|
| At 1 January and 31 December | <u>1,574.1</u> | <u>1,574.1</u> |

14. Perpetual reset capital securities

| | Principal outstanding | | Carrying value | |
|------------------------------------|-----------------------|--------------|----------------|--------------|
| | 2012 £m | 2011 £m | 2012 £m | 2011 £m |
| Perpetual reset capital securities | <u>500.0</u> | <u>500.0</u> | <u>496.5</u> | <u>496.5</u> |

At 31 December 2012, the Company had in issue £425.0m listed and £75.0m unlisted 6.5864% Perpetual Reset Capital Securities ('the Notes'), the former are admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange.

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

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

The Notes may be redeemed at par at the option of the Company on the first reset date of 25 April 2016 or on any coupon payment date thereafter. Redemption is subject to the agreement of the PRA. In certain circumstances the Company has the right to substitute the Notes or to redeem the Notes before the first reset date.

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

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

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

On 25 April 2012, the Company settled in full the 2012 coupon due on the Notes, other than to three companies within the Phoenix Group which waived their rights to the coupon. The coupon due on the notes for 2011 was settled on 26 April 2011.

Pearl Group Holdings (No. 1) Limited

15. Deferred income

| | 2012 £m | 2011 £m |
|---|------------|------------|
| <i>Deferred income on pension scheme</i> | | |
| As at 1 January | 6.1 | 8.3 |
| Amounts credited to consolidated income statement | (2.2) | (2.2) |
| As at 31 December | <u>3.9</u> | <u>6.1</u> |
| Amounts due for settlement within 12 months | 2.2 | 2.2 |
| Amounts due for settlement after 12 months | <u>1.7</u> | <u>3.9</u> |

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

16. Tax assets and liabilities

| | 2012 £m | 2011 Restated £m |
|---------------------|------------|------------------------|
| Deferred tax assets | <u>4.6</u> | <u>14.3</u> |

Deferred tax assets comprise:

| | 2012 £m | 2011 Restated £m |
|--|------------|------------------------|
| Accelerated capital allowances | 0.3 | 0.3 |
| Provisions and other temporary differences | 1.9 | 2.3 |
| Pension scheme surplus | 2.4 | 11.7 |
| Deferred tax assets | <u>4.6</u> | <u>14.3</u> |

Movements in deferred tax assets comprise:

| | 2012 £m | 2011 Restated £m |
|--|------------|------------------------|
| At 1 January | 14.3 | 11.5 |
| Amounts charged to the consolidated income statement | (7.0) | (7.9) |
| Amounts (charged)/credited to the statement of consolidated comprehensive income | (2.7) | 10.7 |
| At 31 December | <u>4.6</u> | <u>14.3</u> |

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

The Finance Act 2012 set the rate of corporation tax at 23% from 1 April 2013. Consequently a rate of 23% has been used for the purposes of providing for deferred tax in these financial statements. Further reductions to 21% in April 2014 and 20% from April 2015 have been announced and will be introduced by future legislation. The reduction in the Company's net assets arising from the further 3% reduction in tax rate is estimated at £0.6m in total and will be recognised as the legislation is substantively enacted.

Pearl Group Holdings (No. 1) Limited

17. Amounts due to Phoenix Group entities

| | 2012 £m | 2011 £m |
|--|-------------|-------------|
| Group relief payable | 21.1 | 33.7 |
| Short-term intra-group borrowings | 12.3 | 13.3 |
| Total amounts owed to Phoenix Group entities | <u>33.4</u> | <u>47.0</u> |

All amounts are due to be settled within 12 months.

18. Derivatives

| | 2012 £m | 2011 £m |
|----------------------|-------------|-------------|
| Derivative liability | <u>25.0</u> | <u>34.1</u> |

The derivative liability is represented by an interest rate swap.

The derivative liability of £25.0m (2011: £34.1m) has a termination date of 31 October 2013 and is categorised as level 2 financial instruments as it's fair value is determined using a valuation technique based on observable market data at the year end.

There were no transfers between level 1 and level 2 instruments during the year (2011: nil).

19. Collateral lodged

| | 2012 £m | 2011 £m |
|--|-------------|-------------|
| Carrying value At 31 December | <u>30.3</u> | <u>36.7</u> |
| Amount due for settlement within 12 months | <u>30.3</u> | <u>36.7</u> |

The Group pays and receives cash on the collateral arrangements under its derivative obligations.

20. Pension scheme

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

Defined contribution scheme

Contributions in the year amounted to £1.0m (2011: £2.0m).

Defined benefit scheme

The Company and a fellow subsidiary undertaking of Impala Holdings Limited, Pearl Group Management Services Limited, are joint sponsoring employers of the Scheme.

The defined benefit section of the Scheme is a final salary arrangement, which is closed to new entrants.

The valuation has been based on an assessment of the liabilities of the Scheme as at 31 December 2012, undertaken by independent qualified actuaries.

The present values of the defined benefit obligation and the related current service costs have been measured using the projected unit credit method.

20. Pension scheme (continued)

In June 2011, the Scheme signed a deed of amendment to the defined benefit scheme, which closed the Scheme to future accrual by active members with effect from 1 July 2011. A curtailment gain of £6.7m was recognised in the consolidated income statement during 2011.

In November 2011, following formal consultation, the Group carried out a pension increase exchange ('PIE') exercise whereby existing in-scope pensioners were offered the option to exchange future non-statutory pension increases for benefits accrued before 6 April 1997 for a higher, non-increasing pension, thereby reducing longevity and inflation risk for the Group. The offer period for this exercise formally closed in February 2012. The financial effects of all acceptances received in the period and any reversals of acceptances received in the period to 31 December 2012, have been recognised in the consolidated financial statements and the reduction in Scheme liabilities of £1.6m (2011: £10.6m) is shown as a negative past service cost in the consolidated income statement.

In November 2011, following formal consultation, the Group carried out an Enhanced Transfer Value ('ETV') exercise which offered in-scope deferred members of the Scheme the option to take an Equivalent Cash Transfer Value to exit the Scheme, thereby extinguishing future liability and risk for the Group with respect to these members. The financial effects of all completed transfers have been recognised in the consolidated financial statements in 2012. As at 31 December 2012, ETVs of £35.4m have been paid out, reducing Scheme assets, and there was a resulting reduction in Scheme liabilities of £28.9m. The net settlement cost of £6.5m has been recognised in the consolidated income statement.

A triennial valuation of the Scheme as at 30 June 2009 was completed in September 2010. This showed a deficit on the funding basis as at 30 June 2009 of £255.2m. Following discussions with the Trustee of the Scheme it was agreed that new cash contributions to the Scheme amounting to £159.5m would be paid over the period from September 2010 to August 2017. Together with the outstanding contributions of £27.5m due to the Scheme as at the end of August 2010 following the previous triennial valuation, the total future contributions amounted to £187.0m. Total future contributions amount to £77.5m at 31 December 2012. The triennial funding valuation of the Scheme as at 30 June 2012 is currently being performed and the initial estimate prepared by the actuary for the Scheme is that the deficit was £64.0m as at 30 June 2012, using the technical provisions basis underlying the valuation (updated for market conditions at 30 June 2012).

In accordance with an agreement dated November 2005, certain of the with-profit funds of Phoenix Life Limited have indemnified the Company in respect of contribution calls equal to their share of the costs of changes in longevity assumptions. Completion of the triennial valuation in 2010 resulted in a recovery from the with-profit funds of £36.9m, together with interest, in respect of the balance due in relation to the cost of changes in longevity assumptions determined by the previous triennial valuation. The potential for any further recovery from the with-profit funds will be considered as part of the process to finalise the triennial funding valuation as at 30 June 2012.

The principal financial assumptions of the Scheme are set out below:

| | 2012 | 2011 |
|--|-------|-------|
| Rate of increase in pensions in payment | 2.85% | 3.00% |
| Rate of increase for deferred pensions (CPI) | 2.25% | 2.10% |
| Discount rate | 4.50% | 4.90% |
| Inflation – RPI | 3.00% | 3.10% |
| Inflation – CPI | 2.25% | 2.10% |
| Expected rate of return on Scheme assets | 3.90% | 3.90% |

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

The expected rate of return on Scheme assets is derived after considering historical returns and assuming that asset classes with higher volatility generate higher returns (consistent with widely accepted capital market principles). The overall expected return on assets is then derived by aggregating the expected return for each asset class over the actual asset allocation.

It has been assumed that post-retirement mortality is in line with standard tables PNA00 with a scaling factor of 105% being applied, allowing for future improvements in line with the long cohort improvement factors, subject to a minimum improvement from 2007 onwards of 1.25% p.a. and 0.75% p.a. for males and females respectively. Under these assumptions, the average life expectancy from retirement for a member currently aged 40 retiring at age 60 is 31.7 years and 34.1 years for male and female members respectively.

Pearl Group Holdings (No. 1) Limited

20. Pension scheme (continued)

The economic value of the Scheme assets net of tax on the surplus available as a refund as at 31 December 2012 amounted to £1,580.3m (2011: £1,555.0m - restated) and the economic value of the surplus amounted to £219.9m (2011: ££321.9m - restated). For financial reporting purposes the carrying value of the insurance policies affected by the Scheme with the Phoenix Group ('Reimbursement asset') have been separately identified, resulting in reported assets of the Scheme as at 31 December 2012 of £1,485.3m (2011: £1,460.9m - restated) and a reported surplus of £124.9m (2011: £227.8m - restated).

The amounts recognised in the consolidated income statement are as follows:

| | 2012 £m | 2011 £m |
|----------------------------------|------------|-------------|
| Current service cost | - | (2.0) |
| Past service cost | 1.1 | 10.3 |
| Expected return on Scheme assets | 64.2 | 65.7 |
| Interest cost | (58.0) | (63.0) |
| Settlement cost – ETV | (6.5) | - |
| Curtailement gain | - | 6.7 |
| | <u>0.8</u> | <u>17.7</u> |

The net actuarial gains and losses recognised in the statement of consolidated comprehensive income comprise the following:

| | 2012 £m | 2011 Restated £m |
|---|----------------|------------------------|
| Actual return less expected return on Scheme assets | (51.6) | 347.3 |
| Experience loss arising on Scheme liabilities | (64.0) | (14.7) |
| Loss due to changes in assumptions underlying Scheme liabilities | (92.2) | (24.8) |
| | <u>(207.8)</u> | <u>307.8</u> |
| Change in provision for tax on the economic surplus available as a refund | 65.2 | (132.7) |
| Limitation on economic benefits available as a refund | 9.3 | 8.1 |
| Actuarial (loss)/gain | <u>(133.3)</u> | <u>183.2</u> |

The cumulative net actuarial losses recognised in the statement of consolidated comprehensive income since 1 January 2009 amounted to £128.8m (2011: £4.5m gains - restated).

The surplus recognised in the statement of consolidated financial position is as follows:

| | 2012 £m | 2011 Restated £m |
|---|--------------|------------------------|
| Fair value of Scheme assets, net of reimbursement asset | 1,485.3 | 1,460.9 |
| Present value of defined benefit obligation | (1,360.4) | (1,233.1) |
| Surplus | <u>124.9</u> | <u>227.8</u> |

The actual return on the Scheme assets comprises the following:

| | 2012 £m | 2011 £m |
|---|-------------|--------------|
| Expected return on Scheme assets | 64.2 | 65.7 |
| Actual return less expected return on Scheme assets | (51.6) | 347.3 |
| | <u>12.6</u> | <u>413.0</u> |

Pearl Group Holdings (No. 1) Limited

20. Pension scheme (continued)

The change in the present value of the defined benefit obligation is as follows:

| | 2012 £m | 2011 £m |
|----------------------------|----------------|----------------|
| At 1 January | 1,233.1 | 1,192.7 |
| Current service cost | - | 2.0 |
| Past service cost | (1.1) | (10.3) |
| Curtailement gains | - | (6.7) |
| Interest cost | 58.0 | 63.0 |
| Actuarial losses | 156.2 | 39.5 |
| Benefits paid | (56.9) | (47.1) |
| Settlements – ETV exercise | (28.9) | - |
| At 31 December | <u>1,360.4</u> | <u>1,233.1</u> |

The change in the fair value of the Scheme assets is as follows:

| | 2012 £m | 2011 Restated £m |
|--|----------------|------------------------|
| At 1 January | 1,494.5 | 1,251.7 |
| Expected return on Scheme assets | 64.2 | 65.7 |
| Actuarial (loss)/gain on Scheme assets | (51.6) | 347.3 |
| Contributions by the employer | 30.5 | 30.0 |
| Benefits paid | (56.9) | (47.1) |
| Settlements – ETV exercise | (35.4) | - |
| At 31 December | <u>1,445.3</u> | <u>1,647.6</u> |
| Movement in reimbursement asset – insurance policies held with related parties | (0.9) | (20.4) |
| Provision for tax on the surplus available as a refund | 65.2 | (132.7) |
| Limitation on economic benefits available as a refund | (24.3) | (33.6) |
| At 31 December, net of reimbursement asset, tax on the surplus and limitation on economic benefits available | <u>1,485.3</u> | <u>1,460.9</u> |

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

| | 2012 £m | 2011 Restated £m |
|--|----------------|------------------------|
| Insured pensions | 24.3 | 24.2 |
| Bonds | 998.5 | 1,512.5 |
| Properties | 158.1 | 116.8 |
| Cash and other | 454.8 | 100.0 |
| Hedge funds | 68.6 | - |
| | <u>1,704.3</u> | <u>1,753.5</u> |
| Reimbursement asset – insurance policies held with related parties | (95.0) | (94.1) |
| Provision for tax on the surplus available as a refund | (99.7) | (164.9) |
| Limitation on economic benefits available as a refund | (24.3) | (33.6) |
| At 31 December, net of reimbursement asset, tax on the surplus and limitation on economic benefits available | <u>1,485.3</u> | <u>1,460.9</u> |

Contributions totalling £22.5m are expected to be paid into the Scheme in 2013.

Pearl Group Holdings (No. 1) Limited

20. Pension scheme (continued)

The Scheme has rights under non-qualifying insurance policies issued by Phoenix Group entities, and are therefore disclosed separately from the other plan assets. The fair value of the rights under these contracts are:

| | 2012 £m | 2011 £m |
|--|-------------|-------------|
| Reimbursement asset – insurance policies held with related parties | <u>95.0</u> | <u>94.1</u> |

Table of historical information:

| | 2012 £m | 2011 Restated £m | 2010 Restated £m | 2009 £m |
|---|---------------|------------------------|------------------------|-------------|
| Fair value of Scheme assets | 1,485.3 | 1,460.9 | 1,210.0 | 1,192.2 |
| Defined benefit obligation | (1,360.4) | (1,233.1) | (1,192.7) | (1,129.9) |
| Surplus | <u>124.9</u> | <u>227.8</u> | <u>17.3</u> | <u>62.3</u> |
| Experience (losses)/gains on Scheme assets | <u>(51.6)</u> | <u>347.3</u> | <u>89.0</u> | <u>50.0</u> |
| Experience (losses)/gains on Scheme liabilities | <u>(64.0)</u> | <u>(14.7)</u> | <u>(23.1)</u> | <u>13.2</u> |

21. Long-term loans to Phoenix Group entities

| | 2012 £m Carrying value | 2011 £m Carrying value | 2012 £m Fair value | 2011 £m Fair value |
|---------------------------------------|---------------------------------|---------------------------------|-----------------------------|-----------------------------|
| (i) Impala Holdings Limited | 848.7 | 865.0 | 800.3 | 722.3 |
| (ii) Pearl Life Holdings Limited | 65.5 | 62.8 | 61.9 | 52.4 |
| (iii) Pearl Life Holdings Limited | 53.5 | 51.6 | 48.6 | 40.7 |
| Total long-term loans and receivables | <u>967.7</u> | <u>979.4</u> | <u>910.8</u> | <u>815.4</u> |

- (i) On 1 August 2008 the Company provided a £736.2m loan to Impala Holdings Limited. The loan accrues interest at twelve month LIBOR plus a margin of 2.94%. The loan has a maturity date of 31 December 2016. During the year, interest of £19.6m (2011: £32.6m) was added to the value of the loan and £35.9m (2011: £nil) of the loan was repaid. Interest of £1.3m (2011: £nil) was settled during the year.
- (ii) On 4 December 2008, the Company provided a loan to Pearl Life Holdings Limited ('PLHL') of £55.0m. The loan accrues interest at six month LIBOR plus a margin of 2.94% which is capitalised semi-annually on 5 June and 4 December. The loan has a maturity date of 31 December 2016. Interest of £2.7m (2011: £2.4m) was capitalised during the year.
- (v) On 26 September 2008, the Company provided a loan to PLHL of £45.0m. The loan accrues interest at twelve month LIBOR plus a margin of 2.00% which is capitalised annually in December. The loan has a maturity date of December 2016. Interest of £1.9m (2011: £1.8m) was capitalised during the year.

Pearl Group Holdings (No. 1) Limited

22. Short-term loans to Phoenix Group entities

| | 2012 £m Carrying value | 2011 £m Carrying value | 2012 £m Fair value | 2011 £m Fair value |
|---|---------------------------------|---------------------------------|-----------------------------|-----------------------------|
| (i) Impala Holdings Limited | 1,969.3 | 2,013.2 | 1,969.3 | 2,013.2 |
| (ii) Impala Holdings Limited | - | 14.7 | - | 14.7 |
| (iii) Pearl Life Holdings Limited | 32.0 | 32.0 | 32.0 | 32.0 |
| (iv) Pearl Life Holdings Limited | 6.7 | 6.7 | 6.7 | 6.7 |
| (v) Pearl Group Management Services Limited | 56.0 | 56.0 | 56.0 | 56.0 |
| Total short-term loans and receivables | 2,064.0 | 2,122.6 | 2,064.0 | 2,122.6 |

- (i) On 31 December 2008 the Group disposed of the entire issued share capital of its investments in subsidiaries to Impala Holdings Limited ('Impala'). £1,842.0m of the consideration was left outstanding as an interest bearing intra-group loan. The loan accrues interest at 6 month LIBOR plus a margin of 3.42% and any unsettled interest is capitalised semi-annually on 30 June and 31 December. The loan is repayable on demand and has a final maturity date of December 2016. During the year interest of £nil (2011: £43.9m) was capitalised, interest of £92.6m was paid (2011: £42.7m) and £43.9m of the outstanding balance was repaid.
- (ii) On 1 July 2008, the Group entered into an agreement with Impala and Pearl Life Holdings Limited ('PLHL') whereby from 1 May 2008, any of those parties could lend to or borrow from each other as agreed. Interest on these loans accrues at six month LIBOR plus 2.94% which is capitalised semi-annually on 30 April and 31 October. The loan is repayable on demand. During the year interest of £0.3m was capitalised on the Impala loan (2011: £2.7m). During the year the outstanding balance of £15.0m was repaid through the receipt a dividend in specie of the loan asset to Impala.
- (iii) In December 2010 agreement was reached with PLHL to defer the interest payable of £32.0m on a now expired £459.0m loan. This deferred interest loan attracts interest at 7% and is repayable on demand.
- (iv) On 31 August 2006, the Group issued a £2,943.0m loan facility to PLHL, of which £6.7m remains outstanding at 31 December 2012 (2011: £6.7m). The loan accrues interest at twelve month LIBOR plus a margin of 1.00% which is paid yearly on 31 March. The loan is repayable on demand. Interest of £0.2m was paid during the year (2011: £0.2m).
- (v) In September 2007, the Group granted a revolving credit facility of £110.0m to Pearl Group Management Services Limited. During the year there has been no further drawn down (2011: £nil) and as at 31 December 2012 the total drawn down balance is £56.0m. Interest is accrued at six month LIBOR plus a margin of 2.00%. Repayment of the loan is subject to one month's written notice and a number of detailed provisions.

Certain prior year disclosures in this note have been amended to conform to current year presentation.

23. Amounts due from Phoenix Group entities

| | 2012 £m | 2011 £m |
|---|--------------|------------|
| Short-term intra-group borrowings | 113.5 | 1.6 |
| Phoenix Life Limited – 2006 triennial valuation – note 20 | - | 5.8 |
| Total amounts due from Phoenix Group entities | 113.5 | 7.4 |

24. Prepayments and accrued income

| | 2012 £m | 2011 £m |
|------------------|------------|------------|
| Accrued interest | 49.7 | 52.1 |

Pearl Group Holdings (No. 1) Limited

25. Financial assets

| | 2012 | 2011 |
|---|------|------|
| | £m | £m |
| Financial assets at fair value through profit or loss | | |
| Collective investment schemes | 4.1 | 2.2 |

All amounts are recoverable within 12 months.

26. Financial instrument fair value hierarchy

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

There were no transfers between level 1 and level 2 instruments during the year (2011: nil).

There were no level 3 financial instruments in 2012 or 2011.

27. Cash and cash equivalents

| | 2012 | 2011 |
|------------------------|------|------|
| | £m | £m |
| Bank and cash balances | 0.6 | 0.3 |

28. Cash flows from operating activities

| | 2012 | 2011 |
|--|---------|---------|
| | £m | £m |
| Profit for the year before tax | 144.4 | 158.1 |
| Adjustments to reconcile profit for the year to net cash inflow from operating activities in respect of: | | |
| Net investment income | (22.4) | (115.0) |
| Finance costs | 35.1 | 27.9 |
| Other operating income | (2.2) | (2.2) |
| Pension scheme charged to income statement | (0.8) | (17.7) |
| Unrealised loss on financial instruments | (9.1) | 16.1 |
| Changes in operating assets and liabilities | (169.6) | (42.4) |
| Cash (absorbed)/generated by operations | (24.6) | 24.8 |

Pearl Group Holdings (No. 1) Limited

29. Capital and risk management

The Group's capital comprises share capital and all reserves. At 31 December 2012 total capital was £3,387.0m (2011: £3,447.7m - restated). The decrease in the period reflects total consolidated comprehensive loss arising in the period of £26.0m (2011: £315.9m income - restated), coupon payments net of tax relief on the Notes of £19.5m (2011: £19.0m) and dividends paid to Phoenix Group entities of £15.2m (2011: £459.0m).

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

The principal risks and uncertainties facing the Group are:

- interest rate risk, since the movement in interest rates will impact the value of interest payable and receivable by the Group. An increase of 1% in interest rates, all other variables held constant, would result in an increase in the profit after tax in respect of a full financial year and in equity of £12.2m (2011: £46.8m). A decrease of 1% in interest rates with all other variables held constant would result in an additional loss after tax in respect of a full financial year and in equity of £18.9m (2011: £46.8m).
- liquidity risk, exposure to liquidity risk as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements;
- credit risk, arising from the default of the counterparty to a particular financial asset and is significantly reduced as assets are primarily inter-company receivables from other Phoenix Group entities; and
- longevity risk in the PGL Pension Scheme ('the Scheme'), arising from faster than expected improvements in life expectancy the members of the Scheme.

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

30. Related party transactions

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

In the year ended 31 December 2012, the Group received interest on loans to its parent of £93.9m (2011: £125.6m) and interest of £2.2m (2011: £39.4m) on loans to fellow Phoenix Group entities. The Group paid interest of £nil (2011: £nil) on loans to fellow Phoenix Group entities. No cash dividends were paid in 2012 (2011: £nil).

Amounts due to related parties

| | 2012 | 2011 |
|---|-------------|-------------|
| | £m | £m |
| Other amounts due to Phoenix Group entities | <u>33.4</u> | <u>47.0</u> |

Amounts due from related parties

| | 2012 | 2011 |
|---|--------------|------------|
| | £m | £m |
| Loans due from parent | 2,818.0 | 2,892.9 |
| Loans due from other Phoenix Group entities | 213.7 | 209.1 |
| Other amounts due from Phoenix Group entities | <u>113.5</u> | <u>7.4</u> |

Key management compensation

The total compensation allocated to the Group and payable to employees classified as key management, which comprises the Directors, is disclosed in note 8.

Parent and ultimate parent entity

Information on the Group's parent and ultimate parent is given in note 33.

31. Guarantees

The Company has guaranteed the performance of a guarantee given by Pearl Life Holdings Limited to the Trustees of the PGL Pension Scheme ('the Scheme') in respect of the obligations and liabilities of the participating employers to make payments to the Scheme. The principal obligations that are subject to the guarantee are cash contributions totalling £77.5m (2011: £107.5m), which are payable in instalments over the period to August 2017.

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

32. Subsidiaries

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

33. Other information

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

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

Income statement
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 £m |
|---|-------|--------------|--------------|
| Revenue | | | |
| Net investment income | 4 | 182.7 | 171.0 |
| Other operating income | 5 | 2.2 | 2.2 |
| Total income | | 184.9 | 173.2 |
| Administrative expenses | 6 | (5.4) | 12.8 |
| Profit before finance costs and tax | | 179.5 | 186.0 |
| Finance costs | 10 | (35.1) | (27.9) |
| Profit for the year before tax | | 144.4 | 158.1 |
| Tax charge | 11 | (34.4) | (36.1) |
| Profit for the year attributable to owners | | 110.0 | 122.0 |

Statement of comprehensive income
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 Restated £m |
|--|-------|----------------|------------------------|
| Profit for the year | | 110.0 | 122.0 |
| Other comprehensive income: | | | |
| Actuarial (loss)/gain on defined benefit pension scheme | 20 | (133.3) | 183.2 |
| Deferred tax (charge)/credit | 11 | (2.7) | 10.7 |
| | | (136.0) | 193.9 |
| Total comprehensive (loss)/income for the year attributable to owners | | (26.0) | 315.9 |

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 11 to 14. The notes identified alphabetically on page 35 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 11 to 29.

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

Statement of financial position
as at 31 December 2012

| | Notes | As at 31 December 2012 £m | As at 31 December 2011 Restated £m |
|---------------------------------------|-------|------------------------------------|--|
| Equity and liabilities | | | |
| Equity attributable to owners | | | |
| Share capital | 12 | 34.7 | 34.7 |
| Share premium | 13 | 1,574.1 | 1,574.1 |
| Perpetual reset capital securities | 14 | 496.5 | 496.5 |
| Retained earnings | | 1,281.7 | 1,352.0 |
| Total equity | | 3,387.0 | 3,447.7 |
| Non-current liabilities | | | |
| Deferred income | 15 | 1.7 | 3.9 |
| Total non-current liabilities | | 1.7 | 3.9 |
| Current liabilities | | | |
| Accruals and deferred income | | 5.1 | 2.0 |
| Deferred income | 15 | 2.2 | 2.2 |
| Amounts due to Phoenix Group entities | 17 | 33.4 | 47.0 |
| Derivatives | 18 | 25.0 | 34.1 |
| Total current liabilities | | 65.7 | 85.3 |
| Total liabilities | | 67.4 | 89.2 |
| Total equity and liabilities | | 3,454.4 | 3,536.9 |

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 11 to 14. The notes identified alphabetically on page 35 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 11 to 29.

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

Statement of financial position (continued)

as at 31 December 2012

| | Notes | As at 31 December 2012 £m | As at 31 December 2011 Restated £m |
|---|-------|------------------------------------|--|
| Assets | | | |
| Non-current assets | | | |
| Pension scheme surplus | 20 | 124.9 | 227.8 |
| Pension reimbursement asset | 20 | 95.0 | 94.1 |
| Investments in subsidiaries | A | - | - |
| Long-term loans and receivables | 21 | 967.7 | 979.4 |
| Deferred tax | 16 | 4.6 | 14.3 |
| Total non-current assets | | 1,192.2 | 1,315.6 |
| Current assets | | | |
| Short-term loans and receivables | 22 | 2,064.0 | 2,122.6 |
| Amounts due from Phoenix Group entities | 23 | 113.5 | 7.4 |
| Prepayments and accrued income | 24 | 49.7 | 52.1 |
| Other receivables | 19 | 30.3 | 36.7 |
| Financial assets | 25 | 4.1 | 2.2 |
| Cash and cash equivalents | 27 | 0.6 | 0.3 |
| Total current assets | | 2,262.2 | 2,221.3 |
| Total assets | | 3,454.4 | 3,536.9 |

On behalf of the Board



J McConville
Director
19 June 2013

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 11 to 14. The notes identified alphabetically on page 35 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 11 to 29.

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

Statement of cash flows
for the year ended 31 December 2012

| | Notes | 2012 £m | 2011 £m |
|--|-------|---------------|---------------|
| Cash flows from operating activities | | | |
| Cash (absorbed)/generated by operations | 28 | (24.6) | 24.8 |
| Net cash flows from operating activities | | <u>(24.6)</u> | <u>24.8</u> |
| Cash flows from investing activities | | | |
| Repayment of borrowings by Phoenix Group entities | | 79.8 | 44.6 |
| Collateral repaid/(lodged) | | 6.4 | (48.2) |
| Purchase of financial assets | | (1.9) | - |
| Proceeds from sale of financial assets | | - | 22.2 |
| Net cash flows from investing activities | | <u>84.3</u> | <u>18.6</u> |
| Cash flows from financing activities | | | |
| Interest paid on derivatives | | (33.5) | (32.4) |
| Coupons paid on perpetual reset securities | | (25.9) | (25.9) |
| Net cash flows from financing activities | | <u>(59.4)</u> | <u>(58.3)</u> |
| Net increase/(decrease) in cash and cash equivalents | | <u>0.3</u> | <u>(14.9)</u> |
| Cash and cash equivalents at the beginning of the year | | <u>0.3</u> | <u>15.2</u> |
| Cash and cash equivalents at the end of the year | 27 | <u>0.6</u> | <u>0.3</u> |
| <u>Supplementary disclosures on cash flows from operating activities</u> | | | |
| Interest received | | <u>145.0</u> | <u>69.4</u> |

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 11 to 14. The notes identified alphabetically on page 35 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 11 to 29.

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

Statement of changes in equity
for the year ended 31 December 2012

| | Share capital (note 12) £m | Share premium (note 13) £m | Perpetual reset capital securities (note 14) £m | Retained earnings £m | Total £m |
|---|----------------------------------|----------------------------------|--|----------------------------|----------------|
| At 1 January 2012 | 34.7 | 1,574.1 | 496.5 | 1,342.4 | 3,447.7 |
| Profit for the year | - | - | - | 110.0 | 110.0 |
| Other comprehensive income | - | - | - | (136.0) | (136.0) |
| Total comprehensive income for the year | - | - | - | (35.6) | (35.6) |
| Dividend paid | - | - | - | (15.2) | (15.2) |
| 2012 coupon on perpetual reset capital securities | - | - | - | (25.9) | (25.9) |
| Tax relief on 2012 coupon | - | - | - | 6.4 | 6.4 |
| At 31 December 2012 | 34.7 | 1,574.1 | 496.5 | 1,281.7 | 3,387.0 |

| | Share capital (note 12) £m | Share premium (note 13) £m | Perpetual reset capital securities (note 14) £m | Retained earnings (Restated) £m | Total £m |
|---|----------------------------------|----------------------------------|--|--|----------------|
| At 1 January 2011 – as restated | 34.7 | 1,574.1 | 496.5 | 1,504.5 | 3,609.8 |
| Profit for the year | - | - | - | 122.0 | 122.0 |
| Other comprehensive income | - | - | - | 193.9 | 193.9 |
| Total comprehensive income for the year | - | - | - | 315.9 | 315.9 |
| Dividend paid | - | - | - | (459.0) | (459.0) |
| 2011 coupon on perpetual reset capital securities | - | - | - | (25.9) | (25.9) |
| Tax relief on 2011 coupon | - | - | - | 6.9 | 6.9 |
| At 31 December 2011 | 34.7 | 1,574.1 | 496.5 | 1,342.4 | 3,447.7 |

Included in retained earnings are reserves of £160.0m (2011: £14.9m) which are considered distributable.

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 11 to 14. The notes identified alphabetically on page 35 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 11 to 29.

Notes to the financial statements

A. Investments in subsidiaries

On 4 November 2011, the Company acquired the entire issued share capital of PGH1 (Jersey) Limited, a company incorporated and with its principal place of operation in Jersey, for consideration of £1. No impairment of the investment is required at 31 December 2012 (2011: £nil).