

44473/40
AR01

44473/40
BLUEPRINT

OneWorld

Annual Return

(For returns made up to a date on or after 1 October 2011)

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☐ **What this form is NOT for**
You cannot use this form to
give notice of changes to the
company's officers, registered office or
company type or information
relating to the company's



L1285IFD

LD3 02/01/2013 #34
COMPANIES HOUSE
18/12/2012 #206
COMPANIES HOUSE

WEDNESDAY

Part 1 Company details

The section must be completed by all companies

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 4 1 1 3 1 0 7

Company name in full Friends Life FPL Limited

① **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date The return date must not be a future
date The annual return must be delivered within 28 days of the date given below

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates

Date of this return ② d₂ d₃ m₁ m₁ y₂ y₀ y₁ y₂

② **Date of this return**
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities ③

Classification code 1 6 4 2 0 5

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

③ **Principal business activity**
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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(For returns made up to a date on or after 1 October 2011)

A4

Company type¹

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

¹ Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website

www.companieshouse.gov.uk

A5

Registered office address²

Building name/number	Pixham End									
Street										
Post town	Dorking									
County/Region	Surrey									
Postcode	R	H	4		1	Q	A			

² Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)³

Building name/number	Secretariat									
Street	Friends Life									
	2nd Floor, One New Change									
Post town	London									
County/Region	England									
Postcode	E	C	4	M		9	E	F		

³ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records⁴

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☒ Register of members
☒ Register of directors
☐ Directors' service contracts
☒ Directors' indemnities
☒ Register of secretaries
☒ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ Register of interests in shares disclosed to public company
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

⁴ Location of company records

If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

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Part 2

Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

B1

Secretary's details ^①

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4.

Title*	Miss
Full forename(s)	Victoria
Surname	Hames
Former name(s) ^②	

^① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

^② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ^③

Building name/number	The Company's Registered Office									
Street										
Post town										
County/Region										
Postcode										
Country										

^③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Annual Return

(For returns made up to a date on or after 1 October 2011)

Corporate secretary

C1	Corporate secretary's details ^①	① Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ^②	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^③		
Registration number		
C4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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(For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)	James Masson	
Surname	Black	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>2</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>4</div> </div>	
Business occupation (if any)	Finance Director	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div>	
Country		

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Annual Return

(For returns made up to a date on or after 1 October 2011)

Director**D1 Director's details ^①**

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr
Full forename(s)	David Emmanuel
Surname	Hynam
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	^d 1 ^d 8 ^m 0 ^m 8 ^y 1 ^y 9 ^y 7 ^y 1
Business occupation (if any)	Company Director

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^③

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title*	
Full forename(s)	Lindsay Clare
Surname	J'Afarı-Pak
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d0 d6 m0 m7 y1 y9 y7 y0
Business occupation (if any)	Tax Director

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^③	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Annual Return

(For returns made up to a date on or after 1 October 2011)

Corporate director

E1	Corporate director's details ^①	
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		① Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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(For returns made up to a date on or after 1 October 2011)

Part 3**Statement of capital^o**

Does your company have share capital?

- **Yes** Complete the sections below and the following Part 4
 → **No** Go to Part 5 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Deferred	0 10	0 00	1	£ 0 10
ORDINARY	0 10	0 00	22,012,592,950	£ 2,201,259,295 00
				£
				£
Totals			22,012,592,951	£ 2,201,259,295 10

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ⁵	

⁵ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

² Including both the nominal value and any share premium

³ Number of shares issued multiplied by nominal value of each share

Continuation Pages
 Please use a Statement of Capital continuation page if necessary

⁴ Total number of issued shares in this class

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(For returns made up to a date on or **after 1 October 2011**)**F4****Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share	£0 10 Deferred
Voting rights	The deferred shares confer no voting rights and may not participate in the profits of the Company. They may not participate in the assets of the company except on a return of capital or winding up. They confer no rights of redemption.
Class of share	£0 10 ORDINARY
Voting rights	The shares have attached to them full voting, dividend and capital distribution rights (including on winding up). The shares are not redeemable.
Class of share	
Voting rights	
Class of share	
Voting rights	

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(For returns made up to a date on or **after 1 October 2011**)**Part 4****Shareholders**

Does your company have share capital?

→ **Yes** go to **Section G1** 'Companies with share capital'→ **No** Go to **Part 5 (Signature)****G1****Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ^①☒ **No** go to **Section G2** 'Past and present shareholders'☐ **Yes** go to **Question 2**.

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?⁽³⁾ Please tick the appropriate box below ^②☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'☐ **Yes** go to **Part 5 (Signature)**^① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do^② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)**G2****List of past and present shareholders ^③**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**☒ A full list of shareholders is enclosed☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed? Please tick the appropriate box below

☒ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**^③ This section only applies to companies answering 'No' in Section G1

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(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Friends Life FPG Limited	£0 10 Deferred	1		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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Annual Return

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G3

List of past and present shareholders¹

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Friends Life FPG Limited	£0 10 ORDINARY	22,012,592,950		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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(For returns made up to a date on or after 1 October 2011)

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

Shares or stock currently held

Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

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Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 5

Signature

	This must be completed by all companies.	
	I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X</div>	<div>X</div>
	This form may be signed by Director ¹ , Secretary, Person authorised ² , Charity commission receiver and manager, CIC manager, Judicial factor	

1 Societas Europaea
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

2 Person authorised
Under either section 270 or 274 of the Companies Act 2006

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(For returns made up to a date on or **after 1 October 2011**)



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Tracie Lahl1

Company name Secretariat

Address Friends Life

2nd Floor, One New Change

Post town London

County/Region England

Postcode E C 4 M 9 E F

Country England

DX

Telephone 0845 641 7847



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Friends Life FPL Ltd - Subsidiary Companies and Associates as at 17 December 2012

Company Name	Company/NO	Country of Incorporation	% owned by Friends Life Group plc	Class of Shares	Notes
1-5 Lowndes Square Management Company Limited	1842645	United Kingdom	78.845%	£0.25 A ORDINARY shares, £0.25 B ORDINARY shares	
20 Lowndes Square Management Company Limited	1842647	United Kingdom	76.785%	£0.25 A ORDINARY shares, £0.25 B ORDINARY shares	
21/2 Devonshire Square General Partner Limited	3711036	United Kingdom	100.000%	£1.00 ORDINARY shares	Holding is split between 2 Group companies
41-42 Lowndes Square Management Company Limited	4045531	United Kingdom	81.240%	£0.25 A ORDINARY shares, £0.25 B ORDINARY shares	
43 Lowndes Square Management Company Limited	1842649	United Kingdom	76.785%	£0.25 A ORDINARY shares, £0.25 B ORDINARY shares	
44-49 Lowndes Square Management Company Limited	1842650	United Kingdom	76.149%	£0.25 A ORDINARY shares, £0.25 B ORDINARY shares	
6-10 Lowndes Square Management Company Limited	1842646	United Kingdom	78.000%	£0.25 A ORDINARY shares, 0.25 B ORDINARY shares	
Amfamily Takaful Berhad*	931074-V	Malaysia	30.000%	RM1.00 Ordinary	
Amfamily Insurance Berhad*	15243-P	Malaysia	30.000%	RM1.00 Ordinary	
Argus AG & Co KG	HR66719	Germany	60.000%	£1.00 ORDINARY shares	
Atlantic Industrial Nominees Limited	4064643	United Kingdom	100.000%	£1.00 ORDINARY shares	Holding is split between 2 Group companies
Atlas Park Management Company Limited	4223152	United Kingdom	100.000%	Company limited by guarantee	
Access 10 Management Company Limited	3195337	United Kingdom	100.000%	Company limited by guarantee	
Bankhall Investment Management Limited	2052824	United Kingdom	80.000%	£1.00 Ordinary shares £1.00 "A" Preference Shares £1.00 "B" Preference Shares £1.00 "C" Preference Shares £1.00 "D" Preference Shares £1.00 "E" Preference Shares £1.00 "F" Preference Shares	company is 100% held by immediate parent
Bankhall PMS Limited	2785381	United Kingdom	80.000%	£1.00 Ordinary shares £1.00 Deferred Ordinary "C" Shares	company is 100% held by immediate parent
Beil, Noble, Elliott, (Brokers) Limited	1082196	United Kingdom	100.000%	£1.00 ORDINARY shares	
Blorn Kirsch AG & Co KG	HR22234	Germany	51.000%	£1.00 ORDINARY shares	
Box Hill Investments Limited	96667	United Kingdom	100.000%	£1.00 ORDINARY shares	
Broker Consulting AG & Co KG	HR22765	Germany	51.000%	£1.00 ORDINARY shares	
Colonial Management Limited	2914887	United Kingdom	100.000%	Company limited by guarantee	
Countrywide Independent Advisers Limited	2368947	United Kingdom	80.000%	£1.00 ORDINARY shares	company is 100% held by immediate parent
County Mail (Crawley) Management Limited	2683317	United Kingdom	100.000%	1.00 ORDINARY shares	
Crystal Clear Financial Advice Limited	3780176	United Kingdom	80.000%	£1.00 Ordinary-A shares, £1.00 Ordinary-B shares	company is 100% held by immediate parent
Cumberland Place Management Company Limited	04671412	United Kingdom	66.66%	£1.00 Ordinary shares	
DBS Financial Management plc	02274293	United Kingdom	80.000%	£1.00 ORDINARY shares	company is 100% held by immediate parent
DBS Management Limited	01451043	United Kingdom	80.000%	£0.05 5P ORDINARY shares	company is 100% held by immediate parent
Dextra Court Properties Limited	03266918	United Kingdom	100.000%	£1.00 Ordinary shares	
Exeter Properties Inc	2073638	United States	95.000%	US\$ COMMON STOCK W/PV shares US\$ SERIES A PREFERRED W/PV Shares	
F&G Commercial Property Trust Limited	59402	Guernsey	31.349%	Ordinary GBP0.01	
Financial Options Services Limited	2246025	United Kingdom	80.000%	A ORDINARY £1.00 shares, B ORDINARY £1.00 shares	company is 100% held by immediate parent
FP (Portfolio) Nominees Limited	1777115	United Kingdom	100.000%	£1.00 ORDINARY shares	
FP Finance plc	3251895	United Kingdom	100.000%	£1.00 ORDINARY shares	
FP Financial Management Limited	1552623	United Kingdom	100.000%	£1.00 ORDINARY shares	
FP Group Limited	2054153	United Kingdom	100.000%	£1.00 ORDINARY shares	
FPB AG & Co Erste Belegungs-KG	HR24325	Germany	100.000%	£1.00 ORDINARY shares	
FPB AG	HRB 59074	Germany	100.000%	£1.00 Ordinary shares	
FPB Concept AG	HRB 61082	Germany	100.000%	£1.00 ORDINARY shares	
FPB Holdings GmbH	HRB 182737	Germany	100.000%	£1.00 Series A shares, £1.00 Series B shares	
FPPE Fund Public Limited Company	373815	Ireland	100.000%	Subscriber shares of no par value, Shares of No Par Value shares	

Friends Life FPL Ltd - Subsidiary Companies and Associates

as at 17 December 2012

Company Name	Company No.	Country of Incorporation	% owned by Friends Life Group plc	Class of Shares	Notes
Frans Square (Aylesbury) Management Limited	2683316	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends AEL Trustees Limited	1497951	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends AELEM Limited	1333832	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends AELRIS Limited	16807	United Kingdom	100 000%	£1 00 £1 STOCK shares	
Friends ALF Limited	2294610	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Annuities Limited	6363657	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life and Pensions Limited	475201	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Assurance Limited	7304839	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Assurance Society Limited	776273	United Kingdom	100 000%	£0 05 ORDINARY shares	
Friends Life BHA Limited	2774803	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Company Limited	3291349	United Kingdom	100 000%	£1 00 ORDINARY shares	Friends Life's holding is in Ordinary-A shares
Friends Life Distribution Limited	7541679	United Kingdom	80 000%	£1 00 Ordinary-A shares £1 00 Ordinary-B shares	
Friends Life FPLMA Limited	4599	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Investment Solutions Limited	6389025	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Limited*	4096141	United Kingdom	100 000%	£1 00 Ordinary shares £1 00 4 8125% non-cumulative preference shares	
Friends Life Marketing Limited	5059179	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life Services Limited*	3424940	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Life Staff Schemes Limited*	525559	United Kingdom	100 000%	£0 25 ORDINARY shares	
Friends Life The Blue Line Limited	3146254	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Life WF Limited	03487917	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Life WL Limited	03116645	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Milestones Limited	4182726	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Pensions Limited	7297860	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Provident Distribution Holdings Limited*	6201111	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Provident First Call Limited	2882653	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Provident International Limited	011494C	Isle of Man	100 000%	£1 00 ORDINARY B shares, £1 00 ORDINARY shares	
Friends Provident International Services Limited	041064	Isle of Man	100 000%	£1 00 ORDINARY shares	
Friends Provident Investment Holdings plc	4078710	United Kingdom	100 000%	£1 00 Ordinary-B shares, £1 00 Ordinary-A shares	
Friends Provident Life Assurance Limited	782698	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Provident Linked Life Assurance Limited	1665500	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Provident Managed Pension Funds Limited	172756	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Life Management Services Limited*	983330	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Provident Pension Scheme Trustees Limited	4101345	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Provident Pension Solutions Direct Limited	3917594	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Provident Pensions Services Limited	2821777	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends Provident Trustees Limited	1086662	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends Retirement Income Limited	7297640	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends SL Nominees Limited	592965	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends SLFA Limited	557732	United Kingdom	100 000%	£1 00 ORDINARY shares	Holding is split between 2 Group companies
Friends SLFS Limited	545887	United Kingdom	100 000%	£1 00 ORDINARY shares	
Friends SLOLAC Limited	2638489	United Kingdom	100 000%	£1 00 Ordinary shares	
Friends SLPS Limited	3413	United Kingdom	100 000%	£0 25 ORDINARY shares	
Friends SLUS Limited	1390717	United Kingdom	100 000%	£0 02 B shares, £0 02 A shares	
Gateway Specialist Advice Services Limited	7077821	United Kingdom	40 000%	£1 00 Ordinary-A shares £1 00 Ordinary-B shares	Friends Life's holding is in the Ordinary-B shares
Glasgow Airport Business Park Management Company Limited	3433410	United Kingdom	100 000%	Limited by guarantee	
Gobafoss Partnership Nominee No 1 Ltd	6413671	United Kingdom	100 000%	£1 00 Ordinary shares	
Guildford Shopping Centres No 1 Limited	4310903	United Kingdom	100 000%	£1 00 Ordinary shares	
Guildford Shopping Centres No 2 Limited	4310896	United Kingdom	100 000%	£1 00 Ordinary shares	
Hengrove Park Bristol (Phase 1) Management Company Limited	3332047	United Kingdom	100 000%	£1 00 ORDINARY shares	Holding is split between 2 Group companies
IFA Exchange Limited	3517119	United Kingdom	80 000%	£1 00 Ordinary shares	company is 100% held by immediate parent

Friends Life FPL Ltd - Subsidiary Companies and Associates
as at 17 December 2012

Company Name	Company No	Country of Incorporation	% owned by Friends Life Group plc	Class of Shares	Notes
IFA Network Limited	3317321	United Kingdom	80.000%	£1.00 Ordinary shares	company is 100% held by immediate parent
IFAEngine Limited	3955490	United Kingdom	80.000%	£0.01 Ordinary shares	company is 100% held by immediate parent
Insurance Development Holdings AG	CH-170 3 023 778-6	Switzerland	99.996%	CHF10.00 Ordinary A shares CHF100.00 Preferred B shares CHF100.00 Participation (non-voting) shares	This company is held by 2 companies within the Group, one holds 98.880% and the other 1.116%
Intrinsic Financial Services Limited	5372217	United Kingdom	24.500%	A Ordinary B Ordinary C Ordinary D Ordinary A Preference B Preference	Friends Life's holding is in the A Ordinary £0.00001, D Ordinary £0.00001, A Preference £1.00 and B Preference £1.00
ISIS Property Trust Limited	41195	Guernsey	21.540%	Ordinary GBP 10	
Jetsold Limited	2213515	United Kingdom	100.000%	£1.00 Ordinary shares	This company is held by 4 companies within the Group, two hold 41.25%, one holds 14.5% and the other 3.0%
Journey Financial Advice Limited	2543561	United Kingdom	80.000%	£0.50 ORDINARY shares	
Kal-Lwe Steling AG & Co KG	Close Link	HQ44968 Luxembourg	51.000%	£1.00 ORDINARY shares	company is 100% held by immediate parent
Lombard Intermediation Services S A	B156671	Luxembourg	99.620%	£1.00 Ordinary shares	company is 100% held by immediate parent
Lombard International Assurance S A	B37604	Luxembourg	99.620%	£0.01 BC2 shares, £0.01 BC3 shares, £0.01 BC4 shares, £0.01 CC1 shares, £0.01 CC2 shares, £0.01 CC3 shares, £0.01 BC1 shares, £0.01 CC4 shares, £0.01 DC1 shares, £0.01 DC2 shares, £0.01 DC3 shares, £0.01 DC4 shares, £0.01 FP Shares	Company is 99.620% held by immediate parent
Lombard International PCC Limited	37269	Guernsey	99.996%	£1.00 Ordinary shares	company is 100% held by immediate parent
London and Manchester (Commercial Mortgages) Limited	603386	United Kingdom	100.000%	£1.00 ORDINARY shares	
London and Manchester (Mortgages) (No 2) Limited	2292265	United Kingdom	100.000%	£1.00 ORDINARY shares	
London and Manchester Group Limited*	1594941	United Kingdom	100.000%	£0.25 ORDINARY shares	
London Capital Holdings Limited	2791437	United Kingdom	100.000%	£1.00 Ordinary shares	This company is held by 2 companies within the Group, one holds 65.45% and the other holds 34.55%
London Midland Associated Properties Limited	114977	United Kingdom	100.000%	£1.00 ORDINARY shares	
Maidenhead Office Park Management Company Limited	2985512	United Kingdom	90.000%	Limited by guarantee	Immediate parent provides 90% of the guarantee
NBP Developments Limited	322509	United Kingdom	100.000%	£1.00 ORDINARY shares	
Newgate Street Properties Limited	3612004	United Kingdom	100.000%	£1.00 ORDINARY shares	
North British Properties (Scotland) Limited	SC066798	United Kingdom	100.000%	£1.00 ORDINARY shares	
North British Properties Limited	1363219	United Kingdom	100.000%	£0.01 ORDINARY shares	
North Street Guildford Nominee No 1 Limited	4310892	United Kingdom	100.000%	£1.00 Ordinary shares	
North Street Guildford Nominee No 2 Limited	4310884	United Kingdom	100.000%	£1.00 Ordinary shares	
Opal (UK) Holdings Limited	4921446	United Kingdom	22.816%	Ordinary £1.00	
Opal Information Systems Limited	2947474	United Kingdom	22.816%	£1.00 Ordinary	company is 100% held by immediate parent
Optimum Investment Management Limited	1137353	United Kingdom	40.000%	£1.00 A Ordinary shares £1.00 B Ordinary shares £1.00 Preference Shares	This company is 50% owned by immediate parent
Optimum Investment Solutions Limited	3143651	United Kingdom	80.000%	£1.00 ORDINARY shares	company is 100% held by immediate parent
Opus Park Management Limited	2831142	United Kingdom	100.000%	Limited by guarantee	
Originwealth Limited	4067908	United Kingdom	100.000%	£1.00 Ordinary shares	
Outsourced Professional Administration Limited	2947475	United Kingdom	22.816%	£1.00 Ordinary	company is 100% held by immediate parent
Point One Limited	4293924	United Kingdom	80.000%	£1.00 Ordinary shares	company is 100% held by immediate parent

Friends Life FPL Ltd - Subsidiary Companies and Associates

as at 17 December 2012

Company Name	Company No	Country of Incorporation	% owned by Friends Life Group plc	Class of Shares	Notes
Portfolio Member Services Limited	3764457	United Kingdom	80 000%	£1 00 Ordinary-A shares £1 00 Ordinary-B shares £1 00 Ordinary-C shares	This company is held by 2 companies within the Group, one holds 94 00% and the other 6 00%
Precis (1994) Limited*	4169964	United Kingdom	100 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Premier Mortgage Service Limited	5011650	United Kingdom	80 000%	£1 00 ORDINARY shares	
Regional Properties Limited	294448	United Kingdom	100 000%	£0 01 ORDINARY shares £0.25 Deferred (non-voting) shares	
Regional Properties Management Limited	600076	United Kingdom	100 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Bankhall Group Limited	3573352	United Kingdom	80 000%	£1 00 ORDINARY shares	
Sesame Bankhall Valuation Services Limited	04219521	United Kingdom	60 000%	£1 00 Ordinary-A shares	Friends Life's holding is in the £1 00 Ordinary-A shares
Sesame Desktop Services Limited	3143650	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Desktop Solutions Limited	3143648	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame General Insurance Services Limited	01902998	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Group India Private Limited	U72900DL2002PTC117838	India	80 000%	INR 10 00 Equity Shares	company is 100% held by immediate parent
Sesame Investment Services Limited	3259285	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Learning Limited	3694847	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Limited	2844161	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Mortgage Services Limited	2784299	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Network Limited	3147826	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
Sesame Regulatory Services Limited	3379667	United Kingdom	80 000%	£1 00 ORDINARY £1 shares	company is 100% held by immediate parent
Sesame Select Services Limited	2773853	United Kingdom	80 000%	£1 00 ORDINARY shares £1.00 Preference (non-voting)	company is 100% held by immediate parent
Sesame Services Limited	2338540	United Kingdom	80 000%	£1 00 Ordinary-A shares £1.00 Ordinary-B shares (non-voting)	company is 100% held by immediate parent
Silicon Properties Limited	3182867	United Kingdom	100 000%	£1 00 ORDINARY shares	
St Christopher's Place Limited	2337981	United Kingdom	100 000%	£1 00 ORDINARY shares	
Staff Schemes Save from Pay Ltd	3534423	United Kingdom	100 000%	£1 00 ORDINARY shares	
Stonebridge Cross Management Limited	3823556	United Kingdom	100 000%	Limited by guarantee	
Suntrust Limited	1460956	United Kingdom	100 000%	£1 00 ORDINARY shares	
Synergy Financial Products Limited	1792304	United Kingdom	22 814%	£1 00 Ordinary	
Tenet Group Limited	3909395	United Kingdom	23 670%	£0 0001 Ordinary A £0 0001 Ordinary B	Friends Life's holding is in the £0 0001 Ordinary B shares
The Financial Adviser College Limited	2951073	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
The Financial Adviser School Limited	3088046	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
The Growth Fund Limited	1645797	United Kingdom	100 000%	£1 00 ORDINARY shares	
The IFA Training School Limited	2896659	United Kingdom	80 000%	£1 00 ORDINARY shares	company is 100% held by immediate parent
The Land and House Property Corporation Limited	15633	United Kingdom	100 000%	£0 50 3 15% CUMULATIVE PREFERENCE shares, £0.50 ORDINARY shares	
UKP Holdings Inc	0882609	United States	100 000%	US\$1 00 Common Stock shares US\$100 00 Non Cumulative Preferred Stock (Non-voting)	
Vipsanus AG	HRB70489	Germany	100 000%	£1 00 ORDINARY shares	

Friends Life FPL Ltd - Subsidiary Companies and Associates as at 17 December 2012

Company Name	Company No	Country of Incorporation	% owned by Friends Life Group plc	Class of Shares	Notes
Winslade Investments Inc	2082165	United States	100.000%	US\$ COMMON STOCK WPV shares US\$ Series A Pref WPV US\$ Series B Pref WPV	Friends Life's holding is in the US\$ COMMON STOCK WPV and US\$ Series A Pref WPV shares
Wokingham Denmark Street Four Limited	4316985	United Kingdom	100.000%	£1.00 Ordinary shares	
Wokingham Denmark Street One Limited	4316990	United Kingdom	100.000%	£1.00 Ordinary shares	
Wokingham Denmark Street Three Limited	4317005	United Kingdom	100.000%	£1.00 Ordinary shares	
Wokingham Denmark Street Two Limited	4316996	United Kingdom	100.000%	£1.00 Ordinary shares	

* shares held directly by Friends Life FPL Ltd