

PEARL LIFE HOLDINGS LIMITED

Company Registration Number: 4560778

DIRECTORS' REPORT AND FINANCIAL STATEMENTS for the year ended 31 December 2018



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Strategic report

The Directors present the Strategic report of Pearl Life Holdings Limited ('the Company') for the year ended 31 December 2018.

Principal activities

The principal activity of the Company is that of an investment company. This will continue to be the principal activity for the foreseeable future.

Result and dividends

The results of the Company for the year are shown in the income statement on page 7. The profit before tax was £167.5m (2017: £186.0m).

Dividends of £70.0m were paid during the current year (2017: £316.4m).

Position as at 31 December 2018

The net assets of the Company at 31 December 2018 were £2,773.7m (2017: £2,673.5m). The increase in the period reflects the total comprehensive income arising in the period of £170.2m (2017: £213.5m), capital contributions received of £nil (2017: £178.2m) less dividends paid of £70.0m (2017: £316.4m).

Principal risks and uncertainties

The Phoenix Group applies a consistent methodology for the identification, assessment, management and reporting of risk that includes a high level framework for the management of key risks within each business unit.

The principal risks and uncertainties facing the Company are:

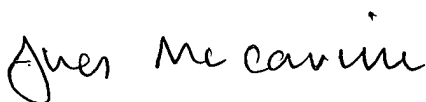
- interest rate risk, since the movement in interest rates will impact the value of interest payable by the Company;
- liquidity risk, as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements;
- credit risk, arising from the default of the counterparty to a particular financial asset, with the carrying value of the asset representing the Company's maximum exposure to credit risk; and
- longevity risk in the pension scheme, faster than expected improvements in life expectancy on the pensions of the members of the scheme.

The Company'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 Company'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.

On behalf of the Board



J McConville
Director
25 June 2019

Directors' report

The Directors present their report and the financial statements of the Company for the year ended 31 December 2018.

The Company is incorporated in England as a private limited company. Its registration number is 4560778 and its Registered Office is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.

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

Going concern

The Strategic report and the Directors' report summarise the Company's activities, its financial performance and its financial position together with any factors likely to affect its future development. In addition, the Strategic report discusses the principal risks and uncertainties it faces. Note 25 to the financial statements summarises the Company's capital management and risk objectives and policies together with its financial risks.

The Directors have followed the UK Financial Reporting Council's 'Guidance on Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks' (issued April 2016) when performing their going concern assessment. As part of their comprehensive assessment of whether the Company is a going concern, the Directors have prepared cash flow and solvency forecasts for the Company for the foreseeable future.

As a result of this review, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors and their interests

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	
R Thakrar	
S True	Appointed 29 August 2018
F Clutterbuck	Resigned 31 March 2018

Secretary

Pearl Group Secretariat Services acted as Secretary throughout the year.

Disclosure of indemnity

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

Disclosure of information to auditors

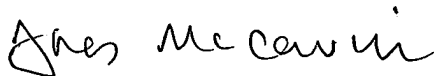
So far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditors are unaware, and each of the Directors has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information (as defined) and to establish that the Company'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 Company'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
25 June 2019

Statement of Directors' responsibilities

The Directors are required to prepare 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 Company for the accounting period. A fair presentation of the financial statements in accordance with IFRS requires the Directors to:

- have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements;
- 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 Company's *financial position and financial performance*; and
- state that the Company has complied with applicable IFRSs, subject to any material departures disclosed and explained in the 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 Company. They are also ultimately responsible for the systems of internal control maintained for safeguarding the assets of the Company and for the prevention and detection of fraud and other irregularities.

Independent Auditor's report to the members of Pearl Life Holdings Limited

Opinion

We have audited the financial statements of Pearl Life Holdings Limited for the year ended 31 December 2018 which comprise the Statement of comprehensive income the Statement of financial position, the Statement of cash flows, the Statement of changes in equity and the related notes 1 to 27, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 and of its 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.


Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of our report

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

A handwritten signature in black ink, appearing to read 'Ed Jervis' followed by 'Ernst & Young LLP'.

Ed Jervis (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

26 June 2019

PEARL LIFE HOLDINGS LIMITED

Income statement
for the year ended 31 December 2018

	Notes	2018 £m	2017 £m
Revenue			
Net investment income	3	136.0	687.6
Reversal of impairments of investments in subsidiaries	18	88.9	18.2
Total income		<u>224.9</u>	<u>705.8</u>
Expenses			
Impairment of investments in subsidiaries	18	(3.0)	(434.3)
Administrative expenses	7	(6.4)	(33.0)
Total operating expenses		<u>(9.4)</u>	<u>(467.3)</u>
Profit before finance costs and tax		<u>215.5</u>	<u>238.5</u>
Finance costs	8	(48.0)	(52.5)
Profit for the year before tax		<u>167.5</u>	<u>186.0</u>
Tax credit	9	4.6	31.5
Profit for the year attributable to owners		<u>172.1</u>	<u>217.5</u>

Statement of comprehensive income
for the year ended 31 December 2018

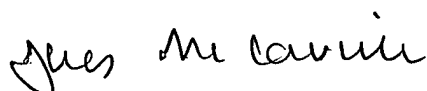
	Notes	2018 £m	2017 £m
Profit for the year		172.1	217.5
Other comprehensive income			
Re-measurements of net defined benefit liability	13	(2.4)	(4.8)
Deferred tax credit	9	0.5	0.8
Total other comprehensive income		<u>(1.9)</u>	<u>(4.0)</u>
Total comprehensive income for the year attributable to owners		<u>170.2</u>	<u>213.5</u>

PEARL LIFE HOLDINGS LIMITED

Statement of financial position
as at 31 December 2018

	Notes	2018 £m	2017 £m
Equity attributable to owners			
Share capital	11	150.0	150.0
Capital contributions	12	1,701.5	1,701.5
Retained earnings		922.2	822.0
Total equity		2,773.7	2,673.5
Non-current liabilities			
Pension scheme liability	13	74.0	69.5
Long-term borrowings	14	275.6	301.8
Total non-current liabilities		349.6	371.3
Current liabilities			
Short-term borrowings	14	63.3	601.0
Provisions	15	3.5	12.8
Amounts owed to Group entities		4.9	8.0
Accruals	17	9.6	32.0
Total current liabilities		81.3	653.8
Total liabilities		430.9	1,025.1
Total equity and liabilities		3,204.6	3,698.6
Non-current assets			
Investments in subsidiaries	18	2,527.4	2,340.5
Loans and receivables	19	551.6	1,187.8
Deferred tax asset	16	15.7	46.5
Financial assets	22	46.0	38.8
Total non-current assets		3,140.7	3,613.6
Current assets			
Amounts owed by Group entities	20	35.8	0.1
Accrued income	21	0.9	1.3
Financial assets	22	1.3	78.6
Cash and cash equivalents	23	25.9	5.0
Total current assets		63.9	85.0
Total assets		3,204.6	3,698.6

On behalf of the Board



J McConville
Director
25 June 2019

PEARL LIFE HOLDINGS LIMITED

Statement of cash flows
for the year ended 31 December 2018

	Notes	2018 £m	2017 £m
Cash flows from operating activities			
Cash absorbed by operations	24	(16.0)	(225.8)
Net cash flows from operating activities		<u>(16.0)</u>	<u>(225.8)</u>
Cash flows from investing activities			
Repayment of loans by Group entities		665.0	-
Dividends received from subsidiaries		110.0	315.0
Cash received on transfer of pension scheme		-	74.3
Acquisition of financial assets		(17.5)	(4.7)
Proceeds from disposal of financial assets		84.7	-
Acquisition of subsidiary		-	(0.7)
Capital contribution made to subsidiary		(101.0)	(159.0)
Net cash flows from investing activities		<u>741.2</u>	<u>224.9</u>
Cash flows from financing activities			
Loans received from Group entities		32.0	-
Interest paid on borrowings		(65.3)	(1.1)
Repayment of borrowings to Group entities		(601.0)	-
Dividends paid		(70.0)	(148.0)
Receipt of capital contributions		-	155.0
Net cash flows from financing activities		<u>(704.3)</u>	<u>5.9</u>
Net increase in cash and cash equivalents		<u>20.9</u>	<u>5.0</u>
Cash and cash equivalents at the beginning of the year		5.0	-
Cash and cash equivalents at the end of the year		<u>25.9</u>	<u>5.0</u>
<u>Supplementary disclosures on cash flow from operating activities</u>			
Interest received		<u>2.2</u>	<u>1.1</u>

PEARL LIFE HOLDINGS LIMITED

Statement of changes in equity
for the year ended 31 December 2018

	Share capital (note 11) £m	Capital contributions (note 12) £m	Retained earnings £m	Total £m
At 1 January 2018	150.0	1,701.5	822.0	2,673.5
Total comprehensive income for the year	-	-	170.2	170.2
Dividends paid (see note 10)	-	-	(70.0)	(70.0)
At 31 December 2018	<u>150.0</u>	<u>1,701.5</u>	<u>922.2</u>	<u>2,773.7</u>

	Share capital (note 11) £m	Capital contributions (note 12) £m	Retained earnings £m	Total £m
At 1 January 2017	150.0	1,523.3	924.9	2,598.2
Total comprehensive income for the year	-	-	213.5	213.5
Dividends paid (see note 10)	-	-	(316.4)	(316.4)
Capital contributions received	-	178.2	-	178.2
At 31 December 2017	<u>150.0</u>	<u>1,701.5</u>	<u>822.0</u>	<u>2,673.5</u>

Both the Capital contributions and the Retained earnings of the Company are considered to be distributable reserves.

Notes to the financial statements

1. Accounting policies

(a) Basis of preparation

The financial statements have been prepared on a historical cost basis except for those financial assets that have been measured at fair value.

The financial statements are separate financial statements and the exemption in paragraph 10 of IAS 27 Consolidated and Separate Financial Statements and section 401 of the Companies Act 2006 have been used not to present consolidated financial statements.

The Company's immediate parent is Impala Holdings Limited whose Registered Office is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG. The results of the Company are consolidated into the accounts of the Company's ultimate parent Phoenix Group Holdings Public Limited Company ('PGH plc'), a company incorporated in the United Kingdom. The registered address of PGH plc is Juxon House, 100 St Paul's Churchyard, London, EC4M 8BU.

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ('IFRS') as they apply to the financial statements of the Company for the year ended 31 December 2018, and applied in accordance with the Companies Act 2006.

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

(b) Changes to accounting policies

In the current year, the Company has applied IFRS 9 - Financial Instruments ('IFRS 9') which replaces IAS 39 Financial Instruments: Recognition and Measurement ('IAS39') for annual periods beginning on or after 1 January 2018. IFRS 9 introduces new requirements that are applicable to this Company for the classification, measurement and impairment of financial assets. The key change is the introduction of a new impairment model that is based on expected loss (rather than incurred loss as per IAS 39). The above changes have been incorporated in the financial assets accounting policy (see note (j) below).

In accordance with the transitional provisions in IFRS 9, the standard has been applied prospectively and comparative figures have not been restated. As a result, the comparative information continues to be accounted for in accordance with the Company's previous accounting policy under IAS 39. Any adjustments arising from the new impairment requirements are therefore not reflected in the comparative statement of financial position as at 31 December 2017, but would be recognised in opening retained earnings as at 1 January 2018.

Reclassifications of financial assets on adoption of IFRS 9 and reconciliation of impairment allowance balance from IAS 39 to IFRS 9

On the date of initial application, there have been no changes to the Company's classification, measurement and impairment of financial assets under both IAS 39 and IFRS 9. Accordingly, no adjustment is required to retained earnings at 1 January 2018.

(c) Critical accounting estimates and judgements

The preparation of 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 Company's business that typically require such estimate is the determination of impairment tests for investments in and loans to Group entities.

1. Accounting policies (continued)***Impairment of investments in subsidiaries and loans to 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 value in use (life businesses) and recoverable amount (other holding entities). Impairments in loans to Group entities are measured as the difference between the carrying value 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 statement of comprehensive income in the period in which they occur. The Company's policies in relation to impairment testing of investments in subsidiaries and loans to Group entities are detailed in accounting policies (g) and (h) respectively.

Fair value of financial assets

The fair values of financial assets are classified and accounted for as set out in accounting policy (j). Where possible, financial assets are valued on the basis of listed market prices by reference to quoted market bid prices 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.

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. External actuarial advice is taken with regard to setting the financial assumptions to be used in the valuation. As defined benefit pension plans are long term in nature, such assumptions are subject to significant uncertainty. Further detail on these estimates and the sensitivity of the defined benefit obligation to key assumptions is provided in note 13.

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. Forecasts of future profitability are made which by their nature involve management's judgement.

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 values of deferred tax assets and liabilities in the 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 (e).

Impairment of financial assets***Effective from 1 January 2018***

The impairment provisions for financial assets disclosed in note (j) are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history and existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, see note (j).

(d) Borrowings

Interest-bearing borrowings are recognised initially at fair value less any attributable transaction costs. The difference between initial cost and the redemption value is amortised through the statement of comprehensive income over the period of the borrowing using the effective interest method.

(e) Income tax

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

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

1. Accounting policies (continued)

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. Notes 9 and 16 reflect the income tax and deferred taxation disclosures respectively.

(f) Employee benefits**Defined contribution pension plans**

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

Defined benefit pension schemes

The net surplus or deficit (the economic 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 net surplus or deficit (the economic surplus or deficit) in respect of the defined benefit pension schemes 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 Company determines the net interest expense or income on the net defined benefit asset/liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the opening net defined benefit asset/liability. 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.

The movement in the net defined benefit asset/liability is analysed between the service cost, past service cost, curtailments and settlements (all recognised within administrative expenses in the consolidated income statement), the net interest cost on the net defined benefit asset/liability, including any reimbursement assets (recognised within net investment income in the consolidated income statement), re-measurements of the net defined asset/liability (recognised in other comprehensive income) and employer contributions.

(g) Investments in subsidiaries

Investments in shares in subsidiaries are carried in the statement of financial position at cost less impairment. Investments in shares in subsidiaries held for investment purposes are carried at fair value.

The Company assesses at each reporting date whether an investment in a subsidiary or group of investments in subsidiaries held at cost is impaired. The Company first assesses whether objective evidence of impairment exists. If objective evidence of impairment exists the Company calculates the amount of impairment as the difference between the recoverable amount of the subsidiary and its carrying value and recognises the amount as an expense in the statement of comprehensive income. The impact of any impairments recognised in respect of investments in subsidiaries is set out in note 16.

(h) Loans and receivables

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. Gains and losses are recognised in the statement of comprehensive income through the amortisation process.

The Company assesses at each reporting date whether a loan or receivable 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 loan and receivable with 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.

1. Accounting policies (continued)**(i) 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.

(j) Financial assets***Classification of Financial assets*****Policy applicable before 1 January 2018**

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.

Debt securities and collective investment schemes are designated at fair value through profit or loss and accordingly are stated in the statement of financial position at fair value. They are designated at fair value through profit or loss because they are managed and evaluated on a fair value basis in accordance with the Company's stated risk management policies. These instruments are recognised initially at fair value (transaction costs are expensed) and subsequently are re-measured to fair value. Fair value is by reference to published bid values. Purchases and sales of financial assets are recognised on the trade date, which is the date that the Company commits to purchase or sell the asset.

Policy applicable from 1 January 2018

Financial assets are measured at amortised cost where they have:

- contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and
- are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These financial assets are initially recognised at cost, being the fair value of the consideration paid for the acquisition of the financial asset. All transaction costs directly attributable to the acquisition are also included in the cost of the financial asset. Subsequent to initial recognition, these financial assets are carried at amortised cost, using the effective interest method.

Financial assets measured at amortised cost are included in note 19 Loans and receivables.

There has been no change in the classification of debt securities and collective investment schemes which continue to be designated at fair value through profit or loss and accordingly are stated in the statement of financial position at fair value.

Impairment of financial assets carried at amortised cost**Policy applicable before 1 January 2018**

The Company assesses at each period end whether a financial asset or group of financial assets held at amortised cost is impaired. The Company first assesses whether objective evidence of impairment exists for financial assets. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in the collective assessment of impairment.

Policy applicable from 1 January 2018

The Company assesses the expected credit losses associated with its loans and receivables and other receivables carried at amortised cost. The impairment methodology depends upon whether there has been a significant increase in credit risk.

The Company measures loss allowances which have low credit risk using the 12-month Expected Credit Loss ('ECL'). Interest revenue is recognised on a gross basis. A simplified approach is used to determine the loss allowances for other receivables as these are always measured at an amount equal to lifetime ECLs. See Note 25 for detail of how the Company assesses whether the credit risk of a financial asset has increased since initial recognition and when estimating ECLs.

The loss allowance reduces the carrying value of the financial asset and is reassessed at each reporting date. ECLs are recognised using a provision for doubtful debts account in profit and loss. For other receivables, the ECL rate is recalculated each reporting period taking into account which counter parties are included in the reporting period.

1. Accounting policies (continued)

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:

- 12-month ECLs - Total expected credit losses that result from default events that are possible within 12 months after the reporting date.
- Lifetime ECLs - Expected credit losses that result from all possible default events over the expected life of the financial asset.

No significant changes to estimation techniques or assumptions were made during the reporting period.

(k) Ordinary share capital

The Company 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 changes in equity, net of tax.

(l) Income recognition

Net investment income comprises interest, dividends and fair value gains and losses on financial assets.

Interest income is recognised in the statement of comprehensive income as it accrues using the effective interest method. Dividend income is recognised in the statement of comprehensive income on the date the right to receive payments is established, which in the case of listed securities is the ex-dividend date.

Fair value gains and losses on financial assets designated at fair value through profit or loss are recognised in the statement of comprehensive income. 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 statement of comprehensive income as it accrues and is calculated using the effective interest method.

(n) Dividends

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

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

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

(o) Events after the reporting period

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

2. Financial information

The financial statements for the year ended 31 December 2018, set out on pages 7 to 32 were authorised by the Board of Directors for issue on 25 June 2019.

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. Apart from IFRS 9, none of the following have a material effect on the results of the Company.

- IFRS 15 Revenue from Contracts with Customers. IFRS 15 establishes a single comprehensive framework for determining whether, how and when revenue is recognised. The standard does not apply to insurance contracts or financial instruments within the scope of IAS 39 Financial Instruments: Recognition and Measurement.

2. Financial information (continued)

- IFRS 9 Financial Instruments (2018). Under IFRS 9, all financial assets will be measured either at amortised cost or fair value and the basis of classification will depend on the business model and the contractual cash flow characteristics of the financial assets. In relation to the impairment of financial assets, IFRS 9 requires the use of an expected credit loss model, as opposed to the incurred credit loss model required under IAS 39. The expected credit loss model requires the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. Details of impacts of applying the new standard can be found in accounting policy 1(b). Additional disclosures are required by the standard and have been included in accounting policy 1(c) & (j) and note 22 to the financial statements.
- Annual Improvements Cycle 2014-2016: Amendments to IFRS 1 First-time adoption of IFRSs and Amendments to IAS 28 Investments in Associates and Joint Ventures. These are not applicable to the Company.

The IASB has issued the following new or amended standards and interpretations which apply from the dates shown. The Company has decided not to early adopt any of these standards, amendments or interpretations where this is permitted.

- Amendments to IFRS 9 Financial Instruments: Prepayment Features with Negative Compensation (2019). The proposed amendments would allow for a narrow exception to IFRS 9 that would permit particular financial instruments with prepayment features with negative compensation to be eligible for measurement at amortised cost or at fair value through other comprehensive income.
- IFRIC 23 Uncertainty over Income Tax Treatments (2019). This interpretation clarifies the accounting for income tax treatments that have yet to be accepted by tax authorities, whilst also aiming to enhance transparency.
- Amendments to References to the Conceptual Framework in IFRS Standards (2020).
- Amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (2020). The amendments clarify the definition of material and how it should be applied and ensures that the definition of material is consistent across all IFRS Standards.
- Amendments to IFRS 3 Business Combinations (2020). The amendments have revised the definition of a business and aim to assist companies to determine whether an acquisition made is of a business or a group of assets. The amended definition emphasises that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others.

Changes excluded from above list as potentially not applicable:

- IFRS 16 Leases (2019).
- Annual Improvements Cycle 2015-2017: Amendments to IAS 12 Income Taxes, IAS 23 Borrowing Costs and IFRS 3 Business combinations/IFRS 11 Joint Arrangements (2019).
- Amendments to IAS 19 Employee Benefits: Plan Amendment, Curtailment or Settlement (2019).
- Amendments to IAS 28 Investments in Associates and Joint Ventures: Long-term interests in Associates and Joint Ventures (2019).
- IFRS 17 Insurance contracts (2021).
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) (Effective date deferred).

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3. Net investment income

	2018 £m	2017 £m
Investment income		
Interest income on loans and receivables	28.5	26.3
Interest income on financial assets designated at fair value through profit or loss on initial recognition	2.0	2.1
Dividend income	110.0	660.3
Net expected return on pension scheme (see note 13)	(1.7)	(1.2)
	<u>138.8</u>	<u>687.5</u>
Fair value (losses)/gains		
Financial assets at fair value through profit or loss		
Designated upon initial recognition	(2.8)	0.1
Net investment income	<u>136.0</u>	<u>687.6</u>

Interest income on loans and receivables includes interest of £28.5m (2017: £26.3m) on loans to Group entities.

Dividend income includes dividends from subsidiaries of £110.0m (2017: £660.3m), £110.0m of which was received in cash (2017: £315.0m) and £nil in specie (2017: £345.3m).

4. Employee information

The Company has no employees. Services are provided by Pearl Group Management Services Limited and Pearl Group Services Limited.

5. Directors' remuneration

The Directors received the following for their services as Directors of the Company.

	2018 £	2017 £
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>79,202</u>	<u>89,915</u>
Share-based payments	<u>43,775</u>	<u>47,498</u>
Contributions to money purchase pension scheme	<u>859</u>	<u>1,288</u>
Number of Directors who are members of a money purchase pension scheme	<u>1</u>	<u>1</u>
Number of Directors who exercised share options during the year	<u>3</u>	<u>3</u>

The Directors are employed by either Pearl Group Management Services Limited or Pearl Group Services Limited. The total compensation paid to the Directors of the Company relates to services to the Company, irrespective of which entity within the Phoenix Group has paid the compensation.

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

6. Auditors' remuneration

The remuneration of the auditors of the Company included in the financial statements was £0.1m (2017: £0.1m) which is borne by the Company's parent, Impala Holdings Limited.

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7. Administrative expenses

	2018 £m	2017 £m
Increase in restructuring provision (see note 15)	0.2	0.8
Transition and integration costs	-	30.2
Pension service costs (see note 13)	4.6	0.3
Pension scheme administration costs (see note 13)	1.6	1.4
Other	-	0.3
	<u>6.4</u>	<u>33.0</u>

8. Finance costs

	2018 £m	2017 £m
Interest expense on borrowings at amortised cost	<u>48.0</u>	<u>52.5</u>

Interest expense on borrowings includes interest of £48.0m (2017: £52.5m) on loans from Group entities.

9. Tax credit

9.1. Current year tax credit

	2018 £m	2017 £m
Current tax:		
UK Corporation tax	(35.9)	-
Adjustment in respect of prior years	-	(0.2)
Total current tax	<u>(35.9)</u>	<u>(0.2)</u>
Deferred tax:		
Origination and reversal of temporary differences	30.3	(31.6)
Change in the rate of UK Corporation tax	(1.4)	0.3
Adjustment in respect of prior years	2.4	-
Total deferred tax	<u>31.3</u>	<u>(31.3)</u>
Total tax credit	<u>(4.6)</u>	<u>(31.5)</u>

9.2. Tax credited to other comprehensive income

	2018 £m	2017 £m
Deferred tax on re-measurements of net defined benefit schemes	<u>(0.5)</u>	<u>(0.8)</u>

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9. Tax credit (continued)

Reconciliation of tax credit

	2018 £m	2017 £m
Profit before tax	167.5	186.0
Tax at standard UK rate of 19.00% (2017: 19.25%)	31.8	35.8
Non-taxable income	(21.0)	(127.1)
Adjustment to tax charge in respect of prior years	2.4	(0.2)
Non-taxable (reversal of impairments)/ impairments of investments in subsidiaries	(16.3)	80.1
Movement in unprovided deferred tax	(0.1)	(5.6)
Employer pension scheme deficit taken on	-	(14.8)
Deferred tax rate change	(1.4)	0.3
Total tax credit for the year	<u>(4.6)</u>	<u>(31.5)</u>

10. Dividends paid

	2018 £m	2017 £m
Dividends declared	<u>70.0</u>	<u>316.4</u>

On 21 December 2018, the Board declared and paid an interim cash dividend of £70.0m.

On 29 June 2017, the Board declared and paid an interim cash dividend of £148.0m. An interim in specie dividend of £168.4m was declared on 22 December 2017.

11. Share capital

	2018 £m	2017 £m
Issued and fully paid:		
150,000,002 (2017: 150,000,002) ordinary 'A' shares of £1 each	<u>150.0</u>	<u>150.0</u>

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

12. Capital contributions

	2018 £m	2017 £m
At 1 January	1,701.5	1,523.3
Contributions received	-	178.2
At 31 December	<u>1,701.5</u>	<u>1,701.5</u>

Following the Company's assumption of both the assets and liabilities of the Abbey Life Staff Pension Scheme on 30 June 2017 (see note 13), the gain of £23.2m that arose on the assumption was credited to the Capital contributions reserve.

On 29 December 2017, the Company received a capital contribution of £155.0m from its immediate parent, Impala Holdings Limited.

13. Pension scheme

Scheme details

On 30 June 2017, the Abbey Life Staff Pension Scheme (the 'Scheme') was transferred from Abbey Life Assurance Company Limited, a fellow subsidiary, to the Company. The Company assumed the Scheme covenant together with all obligations of the Scheme following implementation of the transfer.

The Scheme is a registered occupational pension scheme, set up under Trust, and legally separate from the Company. The Scheme is administered by Abbey Life Trust Securities Limited (the 'Trustee'), a corporate trustee. There are three Trustee Directors, one of whom is nominated by the Scheme members and two of whom are appointed by the Company. The Trustee is responsible for administering the Scheme in accordance with the Trust Deed and rules and pensions laws and regulations.

The Scheme is closed to new entrants. The last active member ceased employment during the year and consequently the Scheme no longer recognises a current service cost. The valuation has been based on an assessment of the liabilities of the Scheme as at 31 December 2018 undertaken by independent qualified actuaries. The present values of the defined benefit obligation and the related interest costs have been measured using the projected unit credit method.

Funding

The last funding valuation of the Scheme was carried out by a qualified actuary as at 31 March 2018 and showed a deficit of £74.0m. Prior to 19 November 2018, the following schedule of contribution was applicable from 1 July 2017 and the Company was required to pay 39.5% of gross pensionable earnings and the following amounts in respect of deficit contributions:

- a lump sum of £25 million into the Scheme settled on 31 July 2017;
- fixed monthly contributions of £400,000 payable up to 30 June 2026 and monthly contributions of £83,552 in respect of administration expenses which are payable up to 30 June 2028 and will increase annually in line with the Retail Prices Index assumption; and
- annual payments of £4 million into the 2016 Charged Account by 31 July each year, with the first payment being made on 31 July 2017, and the last payment due by 31 July 2025.

Following the completion of the triennial funding valuation a revised schedule of contributions was agreed effective from 19 November 2018, for the Company to pay the following amounts in respect of deficit contributions:

- fixed monthly contributions of £400,000 payable up to 30 June 2026;
- monthly contributions in respect of administration expenses of £85,640 payable up to 31 March 2019, then £100,000 payable up to 30 June 2028 increasing annually in line with the Retail Prices Index assumption; and
- annual payments of £4 million into the 2016 Charged Account by 31 July each year, with the next payment being made by 31 July 2019, and the last payment due by 31 July 2025.

Under the terms of the 2013 Funding Agreement dated 28 June 2013, the funding position of the Scheme will be assessed as at 31 March 2021. A payment will be made from the 2013 Charged Account to the Scheme if the results of the assessment reveal a shortfall calculated in accordance with the terms of the 2013 Funding Agreement. The amount of the payment will be the lower of the amount of the shortfall and the amount held in the 2013 Charged Account.

Under the terms of the 2016 Funding Agreement dated 23 June 2016, the funding position of the Scheme will be assessed as at 31 March 2027. A payment will be made from the 2016 Charged Account to the Scheme if the results of the assessment reveal a shortfall calculated in accordance with the terms of the 2016 Funding Agreement. The amount of the payment will be the lower of the amount of the shortfall and the amount held in the 2016 Charged Account.

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13. Pension scheme (continued)

Summary of amounts recognised in the financial statements

The amounts recognised in the financial statements are as follows:

	Fair Value of Scheme Assets £m	Defined benefit obligation £m	Total £m
At 1 January 2018	251.4	(320.9)	(69.5)
Past service cost	-	(4.6)	(4.6)
Interest income/(expense)	6.2	(7.9)	(1.7)
Administrative expenses	(1.6)	-	(1.6)
Included in profit or loss	4.6	(12.5)	(7.9)
Re-measurements:			
Return on plan assets excluding amounts included in interest income	(13.3)	-	(13.3)
Gain from change in financial assumptions	-	11.7	11.7
Gain from change in demographic assumptions	-	3.9	3.9
Experience losses	-	(4.7)	(4.7)
Included in other comprehensive income	(13.3)	10.9	(2.4)
Employer's contributions	5.8	-	5.8
Benefit payments	(14.8)	14.8	-
At 31 December 2018	233.7	(307.7)	(74.0)
	Fair Value of Scheme Assets £m	Defined benefit obligation £m	Total £m
At 1 July 2017	231.7	(321.5)	(89.8)
Current service cost	-	(0.3)	(0.3)
Interest income/(expense)	3.1	(4.3)	(1.2)
Administrative expenses	(1.4)	-	(1.4)
Included in profit or loss	1.7	(4.6)	(2.9)
Re-measurements:			
Return on plan assets excluding amounts included in interest income	4.5	-	4.5
Loss from change in financial assumptions	-	(7.7)	(7.7)
Loss from change in demographic assumptions	-	(1.1)	(1.1)
Experience losses	-	(0.5)	(0.5)
Included in other comprehensive income	4.5	(9.3)	(4.8)
Employer's contributions	28.0	-	28.0
Benefit payments	(14.5)	14.5	-
At 31 December 2017	251.4	(320.9)	(69.5)

13. Pension scheme (continued)

Scheme assets

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

	Total	Of which not quoted in an active market	Total	Of which not quoted in an active market
	2018	2018	2017	2017
	£m	£m	£m	£m
Equities – UK	24.7	-	28.8	-
Corporate bonds	148.0	-	149.0	-
Derivatives	(39.9)	(39.9)	(40.3)	(40.3)
Fixed interest government bonds	83.8	-	104.9	-
Cash and cash equivalents	17.1	-	9.0	-
Pension scheme assets	233.7	(39.9)	251.4	(40.3)

The actual return on plan assets was a loss of £7.1m (2017: gain of £7.6m).

Derivative values above include interest rate and inflation rate swaps and foreign exchange forward contracts. The Scheme has hedged its inflation risk through an inflation swap. It is currently exposed to interest rate risk to the extent that the holdings in bonds are mismatched to the scheme liabilities. The long-term intention is to fully hedge this risk through an interest rate swap. Further key risks that will remain are longevity and credit spread exposures.

Defined benefit obligation

The calculation of the defined benefit obligation can be allocated to the Scheme's members as follows:

- Active scheme members: nil% (2017: 5%)
- Deferred scheme members: 49% (2017: 55%); and
- Pensioners: 51% (2017: 40%)

The weighted average duration of the defined benefit obligation at 31 December 2018 is 17 years (2017: 18 years).

Principal assumptions

The principal financial assumptions of the Abbey Life Scheme are set out below.

	2018	2017
	%	%
Rate of increase for pensions in payment (5% per annum or RPI if lower)	3.10	3.05
Rate of increase for deferred pensions (CPI)	2.40	2.20
Discount rate	2.80	2.50
Inflation – RPI	3.20	3.20
Inflation – CPI	2.40	2.20
Rate of salary increases	N/A	4.20
Commutation of benefits to lump sums on retirement	20.00	15.00

The discount rate and inflation assumptions 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 each of the discount and inflation rates, which is derived from the profile of projected benefit payments.

It has been assumed that post-retirement mortality is in line with a scheme-specific table which was derived from the actual mortality experience in recent years, performed as part of the actuarial funding valuation as at 31 March 2015, using the SAPS S2 'Light' tables for males and for females based on year of use. Future longevity improvements are based on CMI 2017 Core Projections (2017: CMI 2016 Core Projections) and a long-term rate of improvement of 1.75% per annum for males and 1.50% per annum for females up to and including age 85 then decreasing linearly to 0% per annum at age 110 (unchanged from 2017).

Under these assumptions the average life expectancy from retirement for a member currently aged 45 retiring at age 65 is 25.7 years and 27.2 years for male and female members respectively (2017: 25.8 years and 27.2 years respectively).

13. Pension scheme (continued)

A quantitative sensitivity analysis for significant actuarial assumptions is shown below:

Assumptions Sensitivity level	Base	Discount rate		Retail Price Index		Life expectancy	
		25bps increase	25bps decrease	25bps increase	25bps decrease	1 year increase	1 year decrease
	£m	£m	£m	£m	£m	£m	£m
Impact on the defined benefit obligation at 31 December 2018	307.7	(12.2)	12.6	8.8	(9.1)	11.5	(11.4)
2017							
Assumptions Sensitivity level	Base	Discount rate		Retail Price Index		Life expectancy	
		25bps increase	25bps decrease	25bps increase	25bps decrease	1 year increase	1 year decrease
	£m	£m	£m	£m	£m	£m	£m
Impact on the defined benefit obligation at 31 December 2017	320.9	(14.5)	15.0	11.1	(11.2)	9.5	(9.5)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the pension liability recognised within the statement of financial position.

Guaranteed Minimum Pension ('GMP') is a portion of pension that was accrued by individuals who were contracted out of the State Second Pension prior to 6 April 1997. Historically, there was an inequality of benefits between male and female members who have GMP. A High Court case concluded on 26 October 2018 and confirmed that GMPs need to be equalised. The Company has undertaken an initial assessment, and has included an allowance for the potential cost of equalising GMP for the impact between males and females in its IAS 19 actuarial liabilities as at 31 December 2018, pending further discussions with the scheme Trustees and the issuance of guidance as to how equalisation should be achieved. The cost of GMP equalisation of £4.6m has been recognised as a past service cost in the consolidated income statement. Any future changes to this estimate will be recognised in Other Comprehensive Income.

14. Borrowings

	Carrying value		Fair value	
	2018 £m	2017 £m	2018 £m	2017 £m
Amounts owed to Group entities				
(i) Loans from Pearl Group Management Services Limited	63.3	63.3	63.3	63.3
(ii) Loan from Pearl Group Management Services Limited	51.5	51.5	52.2	53.3
(iii) Loan from Phoenix Life Limited	191.7	187.0	191.7	187.0
(iv) Loans from IH (Jersey) Limited	-	601.0	-	601.0
(v) Loan from Phoenix Life Holdings Limited	32.4	-	31.7	-
Total borrowings	338.9	902.8	338.9	904.6
Amount due for settlement within 12 months	63.3	601.0		
Amount due for settlement after 12 months	275.6	301.8		

14. Borrowings (continued)

The Company has received the following loans from either subsidiaries or fellow group entities during the year:

- (i) The Company received loans from Pearl Group Management Services Limited ('PGMS'). The loans, accrue interest at twelve month LIBOR plus a margin of 1.25% which is payable on the maturity date. The loans have a maturity date of 2 September 2019.
- (ii) With effect from 31 December 2016, the Company and PGMS entered into a loan agreement with an initial advance of £51.5m. This loan accrues interest at six months LIBOR plus a margin of 1.75% which is payable semi-annually on 30 June and 31 December. The loan has a maturity date of 31 December 2021. Interest of £1.3m was paid on this loan during the year (2017: £1.1m).
- (iii) On 20 December 2016, the Company received a loan with an initial advance of £182.7m from Phoenix Life Limited ('PLL'). The loan accrues interest at six month LIBOR plus a margin of 1.80% which is capitalised semi-annually on 30 June and 31 December. The loan has a maturity date of 28 February 2021. Interest of £4.7m was capitalised during the year (2017: £4.2m).
- (iv) The equitable and legal right to a loan between Impala Holdings Limited ('IHL') and the Company was assigned from IHL to IH (Jersey) Ltd ('IHJ'). The loan from IHJ accrued interest at 7% per annum, payable annually on 31 December. The loan was repayable on demand. During the year, loans of £601.0m were settled (2017: £nil) and interest of £64.0m was paid (£2017: £nil).
- (v) On 23 March 2018, the Company received a loan with an initial advance of £32.0m from Phoenix Life Holdings Limited ('PhLHL'). The loan accrues interest at six month LIBOR plus a margin of 0.92% which is capitalised semi-annually on 30 June and 31 December. The loan has a maturity date of 31 December 2022. Interest of £0.4m was capitalised during the year.

Reconciliation of borrowings

The table below details the changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Company's statement of cash flows as cash flows from financing activities.

		Cash flow items		Non cash flow items	
	1 Jan 2018	New loans	Loans repaid	Interest capitalise d	31 Dec 2018
	£m	£m	£m	£m	£m
Loans from PGMS	114.8	-	-	-	114.8
Loan from PLL	187.0	-	-	4.7	191.7
Loans from IHJ	601.0	-	(601.0)	-	-
Loan from PhLHL	-	32.0	-	0.4	32.4
Total borrowings	<u>902.8</u>	<u>32.0</u>	<u>(601.0)</u>	<u>5.1</u>	<u>338.9</u>

Determination of fair value and fair value hierarchy of borrowings

Borrowings are categorised as Level 3 financial instruments. The fair value of borrowings with no external market is determined by internally developed discounted cash flow models using a risk adjusted discount rate corroborated with external market data where possible.

There were no level 1 or level 2 borrowings in 2018 or 2017.

There were no fair value gains or losses recognised in other comprehensive income.

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15. Provisions

	2018 £m	2017 £m
Restructuring provision		
At 1 January	12.8	29.8
Increase in provision	0.2	0.8
Utilised during the year	(9.5)	(17.8)
At 31 December	<u>3.5</u>	<u>12.8</u>
Amount due for settlement within 12 months	<u>3.5</u>	<u>12.8</u>
Amount due for settlement after 12 months	<u>-</u>	<u>-</u>

Following the acquisition of the AXA Wealth's pension and protection businesses in 2016, the Phoenix Group committed to the restructuring of these businesses to align their operating model with that of the other Group companies. These activities included the separation and integration activities associated with the exiting of interim services agreements entered into with the vendor, and costs involved with the implementation of the Group's preferred outsourcer model. The balance of the provision of £3.5m is expected to be utilised within 12 months.

16. Tax assets and liabilities

	2018 £m	2017 £m
Deferred Tax		
Deferred tax asset	<u>15.7</u>	<u>46.5</u>

Movement in deferred tax assets

Year ended 31 December 2018

	1 Jan £m	Recognised in the income statement £m	Recognised in comprehensive income	31 Dec £m
Trading losses	18.1	(15.2)	-	2.9
Provisions and other temporary differences	16.4	(16.4)	-	-
Accelerated capital allowances	0.2	-	-	0.2
Pension scheme	11.8	0.3	0.5	12.6
	<u>46.5</u>	<u>(31.3)</u>	<u>0.5</u>	<u>15.7</u>

Year ended 31 December 2017

	1 Jan £m	Recognised in the income statement £m	Recognised in comprehensive income	31 Dec £m
Trading losses	12.3	5.8	-	18.1
Provisions and other temporary differences	1.9	14.5	-	16.4
Accelerated capital allowances	0.2	-	-	0.2
Pension scheme	-	11.0	0.8	11.8
	<u>14.4</u>	<u>31.3</u>	<u>0.8</u>	<u>46.5</u>

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16. Tax assets and liabilities (continued)

	2018 £m	2017 £m
Deferred Tax		
Deferred tax assets have not been recognised in respect of:		
Provisions and other temporary differences	-	0.1
Tax losses	11.4	9.7
Capital losses carried forward	1.7	1.7
Total deferred tax assets not recognised	<u>13.1</u>	<u>11.5</u>

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

The Finance Act 2016 reduced the rates of corporation tax from 20% to 19% in April 2017 and to 17% from April 2020. Consequently a blended rate of tax has been used for the purposes of providing for deferred tax in these financial statements.

On 29 March 2017 the UK Government triggered Article 50 initiating a 2 year process for leaving the EU. There is some uncertainty about how the existing tax legislation will apply after the UK's exit. No changes are required to the measurement of tax in these financial statements but this will be monitored and reassessed at each reporting period as negotiations continue.

17. Accruals and deferred income

	2018 £m	2017 £m
Accrued interest on inter-company loans	<u>9.6</u>	<u>32.0</u>

18. Investments in subsidiaries

	2018 £m	2017 £m
Cost		
At 1 January	5,625.1	5,465.4
Additions	-	0.7
Capital contributions made to subsidiaries	101.0	159.0
At 31 December	<u>5,726.1</u>	<u>5,625.1</u>
Impairment		
At 1 January	(3,284.6)	(2,868.5)
Impairment charge	(3.0)	(434.3)
Reversal of impairment charge	88.9	18.2
At 31 December	<u>(3,198.7)</u>	<u>(3,284.6)</u>
Carrying amount		
At 31 December	<u>2,527.4</u>	<u>2,340.5</u>

During the year, the Company paid capital contributions of £101.0m (2017: £155.0m) to Phoenix Life Limited ('PLL'), and £nil to PA (GI) Limited (2017: £4.0m).

18. Investments in subsidiaries (continued)

On 27 May 2016, the Company entered into an agreement with AXA UK plc to acquire AXA Wealth's pensions and protection businesses. On 1 November 2016, the acquisition was completed and consideration of £372.8m was paid. The Company paid £0.7m additional consideration on the acquisition in 2017.

Where indicators of impairment have been identified the carrying value of the Company's investments in its subsidiaries has been tested for impairment at the period end. In 2018, impairments of £3.0m (2017: £434.3m) were recognised to align the carrying value of certain investments to their recoverable amount. Previously recognised impairments of £88.9m were released during the year (2017: £18.2m). The impairment provisions were reassessed during the year, resulting in a reversal of previously recognised impairments.

The value in use has been used as the recoverable amount. The value in use for subsidiaries which are regulated entities has been determined using Solvency II own funds. For all other subsidiaries, value in use is determined using net assets.

The subsidiaries of the Company at 31 December 2018 were as follows:

	Country of incorporation and principal place of operation	Class of shares held (wholly-owned unless otherwise indicated)
Abbey Life Trust Securities Limited *	UK	Ordinary shares of £1
Century Group Limited *	UK	Ordinary shares of £1
Century Trustee Services Limited *	UK	Ordinary shares of £1
Evergreen Trustee Limited *	UK	Ordinary shares of £1
Impala Loan Company 1 Limited †	UK	Ordinary shares of £1
PA (GI) Limited *	UK	Ordinary shares of £0.01 and Deferred shares of £0.25
Pearl AL Limited †	UK	Ordinary shares of £1
Pearl RLH Limited †	UK	Ordinary shares of £0.10
PG Dormant (No 4) Limited *	UK	Ordinary shares of £1
PG Dormant (No 5) Limited *	UK	Ordinary shares of £1
PG Dormant (No 6) Limited *	UK	Ordinary shares of £1
Phoenix and London Assurance Limited *	UK	Ordinary shares of £1
Phoenix Life Limited *	UK	Ordinary shares of £1
Phoenix Wealth Holdings Limited *	UK	Ordinary shares of £1
Phoenix SCP Limited	UK	Ordinary shares of £1
Phoenix SL Direct Limited *	UK	Ordinary shares of £1
Scottish Mutual Assurance Limited †	UK	Ordinary shares of £0.10
SL Liverpool plc *	UK	Ordinary shares of £1
SPL (Holdings) Limited †	UK	Ordinary shares of £1
SPL (Holdings 1) Limited †	UK	Ordinary shares of £1
The Scottish Mutual Assurance Society †	UK	Limited by guarantee

The Company also owns the following principal subsidiaries through the subsidiary companies listed above:

Phoenix ER1 Limited *	UK	Ordinary shares of £1
Phoenix ER3 Limited *	UK	Ordinary shares of £1
Phoenix ER4 Limited *	UK	Ordinary shares of £1
Phoenix SPV1 Limited	UK	Ordinary shares of £1
Phoenix SPV2 Limited	UK	Ordinary shares of £1
Phoenix SPV3 Limited	UK	Ordinary shares of £1
Phoenix SPV4 Limited	UK	Ordinary shares of £1
Phoenix Unit Trust Managers Limited *	UK	Ordinary shares of £1
SunLife Limited *	UK	Ordinary shares of £1

The companies are principally engaged in the transaction of long term insurance or related business. All holdings represent 100% of the normal issued share capital, unless stated otherwise.

* : The registered address of these companies is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.

† : The registered address of these companies is Abbey National House, 301 St Vincent Street, Glasgow, G2 5HN.

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19. Loans and receivables

	Carrying value		Fair value	
	2018	2017	2018	2017
	£m	£m	£m	£m
Loans to Group entities at amortised cost				
Loan to Impala Holdings Limited ('IHL')	<u>551.6</u>	<u>1,187.8</u>	<u>551.6</u>	<u>1,187.8</u>
Amounts due within 12 months	<u>-</u>	<u>-</u>		
Amounts due after 12 months	<u>551.6</u>	<u>1,187.8</u>		

On 31 December 2016, the Company and IHL entered into a new loan agreement, with an initial advance of £1,161.8m. This loan accrues interest of six month LIBOR plus 1.75% and has a maturity date of 31 December 2021. During the year, IHL repaid £665.0m of the loan (2017: £nil) and interest of £28.8m was capitalised (2017: £26.0m).

The loan is not considered to be past due or impaired.

Determination of fair value and fair value hierarchy of loans to Group entities

Loans and receivables are categorised as Level 3 financial instruments. The fair value of loans to Group entities with no external market is determined by internally developed discounted cash flow models using a risk adjusted discount rate corroborated with external market data where possible.

There were no level 1 or level 2 loans to Group entities in 2018 or 2017.

There were no fair value gains or losses recognised in other comprehensive income.

20. Amounts owed by Group entities

	2018	2017
	£m	£m
Amounts due by fellow subsidiaries, including Group relief	<u>35.8</u>	<u>0.1</u>

No amounts are considered to be past due or impaired. All amounts are due for settlement within twelve months.

21. Accrued income

	2018	2017
	£m	£m
Accrued interest on debt securities	<u>0.9</u>	<u>1.3</u>

22. Financial assets

	2018	2017
	£m	£m
Financial assets at fair value through profit or loss		
Designated upon initial recognition		
Debt securities	46.0	38.8
Collective investment schemes	1.3	78.6
	<u>47.3</u>	<u>117.4</u>
Amounts due within 12 months	<u>1.3</u>	<u>78.6</u>
Amounts due after 12 months	<u>46.0</u>	<u>38.8</u>

22. Financial assets (continued)

Debt securities of £46.0m (2017: £38.8m) are held in the 2013 and 2016 Charged Accounts in favour of the Abbey Life Staff Pension Scheme – see note 13.

Determination of fair value and fair value hierarchy of financial assets

Level 1 financial instruments

The fair value of financial instruments traded in active markets (such as publicly traded securities and derivatives) is based on quoted market prices at the period end provided by recognised pricing services. Market depth and bid-ask spreads are used to corroborate whether an active market exists for an instrument. 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 collective investment schemes and shares in open ended investment companies, fair value is by reference to published bid values.

Level 2 financial instruments

Financial instruments traded in active markets with less depth or wider bid-ask spreads which do not meet the classification as Level 1 inputs, are classified as Level 2. The fair values of financial instruments not traded in active markets are determined using broker quotes or valuation techniques with observable market inputs. Financial instruments valued using broker quotes are classified at Level 2, only where there is a sufficient range of available quotes. The fair value of unquoted equities, over the counter derivatives, loans and deposits and collective investment schemes, where published bid prices are not available, are estimated using 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 flows are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market related rate for a similar instrument.

Year ended 31 December 2018	Level 1 £m	Level 2 £m	Total £m
Financial assets at fair value through profit or loss			
Debt securities	16.6	29.4	46.0
Collective investment schemes	1.3	-	1.3
	<u>17.9</u>	<u>29.4</u>	<u>47.3</u>
Year ended 31 December 2017	Level 1 £m	Level 2 £m	Total £m
Financial assets at fair value through profit or loss			
Debt securities	18.5	20.3	38.8
Collective investment schemes	78.6	-	78.6
	<u>97.1</u>	<u>20.3</u>	<u>117.4</u>

There were no level 3 financial assets in 2018 or 2017.

23. Cash and cash equivalents

	2018 £m	2017 £m
Cash at bank	<u>25.9</u>	<u>5.0</u>

Cash at bank of £0.9m (2017: £5.0m) is held in the 2013 and 2016 Charged Accounts in favour of the Abbey Life Staff Pension Scheme – see note 13.

24. Cash flows from operating activities

	2018 £m	2017 £m
Profit for the year before tax	167.5	186.0
Adjustments to reconcile profit for the year to net cash inflow from operating activities in respect of:		
Dividends received	(110.0)	(660.3)
Interest income on loans and receivables	(28.5)	(26.3)
Interest income on financial assets	0.2	(1.0)
Fair value losses /(gains)	2.8	(0.1)
Interest expense on borrowings	48.0	52.5
Provisions	0.2	0.8
Pension service costs	4.6	0.3
Pension scheme administration costs	1.6	1.4
Net expected returned on pension scheme	1.7	1.2
Movements in impairments of investments in subsidiaries	(85.9)	416.1
Contributions to defined benefit pension scheme	(5.8)	(28.0)
Changes in operating assets and liabilities	(12.4)	(168.4)
Cash absorbed by operations	<u>(16.0)</u>	<u>(225.8)</u>

25. Capital and risk management

The Company's capital comprises share capital and all reserves. At 31 December 2018 total capital was £2,773.7m (2017: £2,673.5m). The movement in capital in the year comprises the total comprehensive income for the year of £170.2m (2017: £213.5m), capital contributions received of £nil (2017: £178.2m) less dividends paid of £70.0m (2017: £316.4m).

There are no externally imposed capital requirements on the Company. The Company'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 Company are:

- Interest rate risk
The movement in interest rates will impact the value of interest payable and receivable by the Company.

An increase of 1% in interest rates, with all other variables held constant, would result in an increase in profit after tax in respect of a full financial year and in equity of £9.4m (2017: £9.8m). A decrease of 1% in interest rates, with all other variables held constant, would result in a decrease in profit after tax in respect of a full financial year and in equity of £9.4m (2017: £9.4m).

- Liquidity risk
Exposure to liquidity risk arises as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements. The following table provides a maturity analysis showing the remaining contractual maturities of the Company's undiscounted financial liabilities and associated interest.

		1 year or less or on demand £m	1-5 years £m	Greater than 5 years £m	Total £m
2018	Borrowings	73.8	293.1	-	366.8
	Amounts owed to Group entities	4.9	-	-	4.9
	Provisions	3.5	-	-	3.5
2017	Borrowings	602.2	330.3	-	932.5
	Amounts owed to Group entities	8.0	-	-	8.0
	Provisions	12.8	-	-	12.8

25. Capital and risk management (continued)

- **Credit risk**
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. These obligations can relate to both recognised and unrecognised assets and liabilities.

Credit risk management practices

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

Category	Description	Basis for recognising an expected credit loss ('ECL')
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired
In default	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

The table below details the credit quality of the Company's financial assets, as well as the Company's maximum exposure to credit risk by credit risk rating grades:

2018	Note	External credit rating	Internal credit rating	12m or lifetime ECL?	Gross carrying amount £m	Loss allowance £m	Net carrying amount £m
Loans and receivables	19	N/A	Performing	12m ECL	551.6	-	551.6
Financial assets	22	A	Performing	12m ECL	28.6	-	28.6
Financial assets	22	BBB	Performing	12m ECL	12.1	-	12.1
Financial assets	22	Non-rated	Performing	12m ECL	6.6	-	6.6
Amounts owed by Group entities	20	N/A	Performing	12m ECL	35.8	-	35.8
Cash and cash equivalents	23	A	Performing	12m ECL	0.9	-	0.9
Cash and cash equivalents	23	BBB	Performing	12m ECL	25.0	-	25.0

The Company considers reasonable and supportable information that is relevant and available without undue cost or effort to assess whether there has been a significant increase in risk since initial recognition. This includes quantitative and qualitative information and also, forward-looking analysis.

Loans and receivables, and Amounts owed by Group entities – the Company is exposed to credit risk relating to loans and receivables advanced to other Group Companies, and other amounts owed by Group entities, both of which are considered low risk. The Company assesses whether there has been a significant increase in credit risk since initial recognition by assessing whether there has been any historic defaults, by reviewing the going concern assessment of the borrower, the long term stability of the Phoenix Group and the ability of the parent company to prevent a default by providing a capital or cash injection.

Financial assets – The Company's financial assets are held in corporate bonds and open-ended investment companies, which apart from one corporate bond, have investment grade ratings; the non-rated corporate bond is subject to an internal rating review. The Company considers that its financial assets have a low credit risk based on the credit ratings, and there being no history of default.

Cash and cash equivalents – The Company's cash and cash equivalents are held with bank and financial institution counterparties, all of which have an investment grade credit rating. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties and there being no history of default.

25. Capital and risk management (continued)

The Company writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

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

26. Related party transactions

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

In the year ended 31 December 2018 the Company received cash dividends from its subsidiaries of £110.0m (2017: £315.0m).

Interest paid on loans and other amounts due to fellow subsidiaries amounted to £65.3m (2017: £1.1m).

Amounts due to related parties

	2018 £m	2017 £m
Loans due to subsidiaries	191.7	187.0
Loans due to fellow subsidiaries	147.2	715.8
Other amounts due to subsidiaries	<u>4.9</u>	<u>8.0</u>

Amounts due by related parties

	2018 £m	2017 £m
Loans due by parent	551.6	1,187.8
Other amounts due by fellow subsidiaries	<u>35.8</u>	<u>0.1</u>

Key management compensation

The total compensation payable to employees classified as key management, which comprises the Directors, is disclosed in note 5.

Parent and ultimate parent entity

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

27. Other information

The Company's principal place of business is the United Kingdom. The Company's immediate parent is Impala Holdings Limited and its ultimate parent is Phoenix Group Holdings Public Limited Company ('PGH plc'), a company incorporated in the United Kingdom. A copy of the financial statements of PGH plc can be obtained from the Company Secretary, The Phoenix Group, Juxon House, 100 St Paul's Churchyard, London, EC4M 8BU.