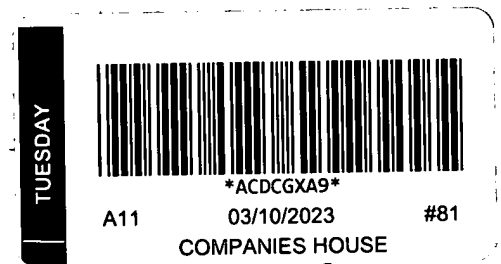


PEARL LIFE HOLDINGS LIMITED

Company Registration Number: 4560778

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS for the year ended 31 December 2022



PEARL LIFE HOLDINGS LIMITED	
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PEARL LIFE HOLDINGS LIMITED

Strategic report

The Directors present the Strategic report of Pearl Life Holdings Limited ('the Company') for the year ended 31 December 2022.

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.

Corporate activity**Result and dividends**

The results of the Company for the year are shown in the income statement on page 11. The profit before tax was £383.0m (2021: £6.2m). The significant increase in the result is mainly attributable to the increase in dividend income from £7.2m in 2021 to £375.0m in 2022.

No dividends were paid during the current year (2021: £nil).

Position as at 31 December 2022

The net assets of the Company at 31 December 2022 were £3,907.7m (2021: £3,337.5m). The increase in the period reflects the total comprehensive income arising in the period of £370.2m (2021: £25.4m) and the receipt of a capital contribution of £200.0m (2021: £nil) from the Company's immediate parent, Impala Holdings Limited.

Principal risks and uncertainties

The Phoenix Group, of which the Company is a member, 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 receivable and 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; and
- 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.

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.

Directors' duties under section 172 of the Companies Act

Section 172 of the Companies Act 2006 requires each director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing so, each director must have regard, amongst other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and the environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

During the year, the directors of the Company have applied section 172 of the Companies Act 2006 in a manner consistent with the overall purpose, values and strategic priorities of the Phoenix Group. When considering issues of strategic importance, and making key decisions about the Company (or those that impact the wider Group), the directors have acted in a way which they consider, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole.

The Board recognises that a company's stakeholders are integral to its success. During the year, the Company's directors ensured that considerations and decision-making processes took into account their impact on its own stakeholders, namely:

- The Company's immediate parent, Impala Holdings Limited, and ultimate parent, Phoenix Group Holdings plc;
- Any employees who provide services to the Company via service companies within the Phoenix Group;

PEARL LIFE HOLDINGS LIMITED

- Trustees and members of the Abbey Life Staff Pension Scheme, on behalf of which the Company acts as the sponsoring employer.

Significant decisions that show how the Board considered relevant matters set out in section 172 are outlined in the table below, demonstrating how the directors of the Company have carried out their duties under section 172 of the Companies Act 2006 during the year ended 31 December 2022.

KEY DECISION	BOARD	New subsidiary incorporation
STRATEGIC IMPORTANCE		CONSIDERATION OF S172 MATTERS
Optimising our in-force business Enhancing our operating model and culture		<p>The Board considered a proposal to incorporate a new subsidiary and to subscribe to the shares of the Company.</p> <ul style="list-style-type: none"> • Likely consequences of any decisions in the long term: In considering the proposal, the Board noted that the new subsidiary would have no impact on the Company's existing accounting and tax treatment. Neither would it cause a material change to the Company's capital position. • Fostering business relationships with suppliers, customers and others: As part of its considerations, the Board also noted that the activities of the new subsidiary would directly support the Group's purpose, "Helping people secure a life of possibilities".
OUTCOME		Following due consideration of the matters set out in section 172, the Board approved the creation of a new subsidiary and to subscribe to the shares of the new entity.
KEY DECISION	BOARD	YE21 Annual Accounts
STRATEGIC IMPORTANCE		CONSIDERATION OF S172 MATTERS
Optimising our in-force business		<ul style="list-style-type: none"> • Likely consequences of any decisions in the long term: As part of the year end accounts approval process, the Board considered whether the expectation that the Company would continue in operational existence for the foreseeable future was appropriate. Such consideration enabled the Board to reach a decision to approve the YE21 accounts, within which a going concern statement was included (relied upon by others assessing the business). The long-term impact of the decision to approve the YE21 accounts therefore included the potential reliance of those reading the accounts on the going concern statement, which the Board considered to be relevant and accurate. • Maintaining a reputation for high standards of business conduct: Prior to approving the YE21 accounts, the Board noted the outcome of an external audit of the accounts, which provided additional assurance that the Company's reputation for high standards of business conduct was maintained, as expected by all stakeholders.
OUTCOME		Following due consideration of the matters set out in section 172, the Board approved the YE21 accounts.

In order to support the board's consideration of the matters set out in section 172 (1) (a)-(f) each proposal submitted to the board must include detail about directors' duties including those set out above.

On behalf of the Board

DocuSigned by:

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 W Swift
 Director
 29 September 2023

PEARL LIFE HOLDINGS LIMITED

Directors' report

The Directors present their report and the financial statements of the Company for the year ended 31 December 2022.

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

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 21 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 twelve months from the signing date to 30 September 2024.

In order to meet its obligations to non-Group entities as they fall due, the Company has been provided with a letter of support from its immediate parent undertaking, Impala Holdings Limited ("IHL"), with a value of £25m, until 30 September 2024.

Furthermore, the Company's subsidiaries, as listed in note 14, perform their own going concern assessment. All of those entities have adequate resource to continue in operational existence and therefore do not require the Company to provide a letter of support.

As a result of this review, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for twelve months from the signing date to 30 September 2024. 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:

K L Jones	Appointed 1 November 2022
W Swift	
R Thakrar	Resigned 1 November 2022

Secretary

Pearl Group Secretariat Services Limited 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.

Statement on Business Relationships

Business relationships with customers

Although the Company provides a service mainly for the Phoenix Group (the 'Group'), it is the sponsoring employer in respect of the Abbey Life Staff Pension Scheme (the 'Scheme') and works closely with the trustees of the Scheme to ensure that the interests of the Scheme's members are safeguarded.

Business relationships with Partners/Suppliers

The "Service Companies" within Phoenix Group Holdings plc are the principal leads on maintaining relationships with suppliers.

PEARL LIFE HOLDINGS LIMITED

Energy and carbon reporting

Energy and Carbon usage information is disclosed in the Group's annual report and accounts and accordingly the Company has not reported on this in these individual financial statements.

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.

Statement of Corporate Governance Arrangements

The Company's ultimate parent, Phoenix Group Holdings plc is listed on the UK's main market and accordingly complies with the UK Corporate Governance Code 2018 (the 'Code'). The Company does not apply the Code but has established a governance framework which enables the Company to adopt the Wates Governance Principles for Large Private Companies 2018 (the 'Principles'). The following statement demonstrates how the Company has applied the Principles. This is reviewed and challenged by the Board at least annually.

This framework is assessed, reviewed and challenged by the Board on at least an annual basis with evidence focusing on the following points. For the avoidance of doubt, there have been no departures from these aspects of governance through the year:

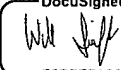
The Principles	Demonstrated by
Purpose and Leadership An effective board develops and promotes the purpose of a company, and ensures that its values, strategy and culture align with that purpose.	The Company's purpose, values, strategy and culture are aligned to those of its ultimate parent, Phoenix Group Holdings plc. The Board has worked to support this during the year ended 31 December 2022.
Board Composition Effective board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a board should be guided by the scale and complexity of the company.	From a governance perspective, there was one cross directorship between the Company and its ultimate parent, Phoenix Group Holdings plc, during the year. This ceased when Rakesh Thakrar stepped down as a director of the Company on 1 November 2022. The appointment of Katherine Jones on the same date ensured continuity of skills, experience and knowledge. The Board is an appropriate size given the scale and complexity of the Company, particularly since Phoenix Group Holdings plc provides oversight of the Company's activities.
Director Responsibilities The board and individual directors should have a clear understanding of their accountability and responsibilities. The board's policies and procedures should support effective decision-making and independent challenge.	The Board has a governance structure in place, with clear reporting lines to the board of the Company's ultimate parent, Phoenix Group Holdings plc.
Opportunity and Risk A board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value, and establishing oversight for the identification and mitigation of risks.	The Board has considered opportunities for long term value creation and preservation in accordance with the risk appetite and long term strategy set by the board of the Company's ultimate parent, Phoenix Group Holdings plc.
Remuneration A board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company.	During the year ended 31 December 2022, the remuneration of directors and senior managers was set and controlled by the Company's ultimate parent, Phoenix Group Holdings plc.

PEARL LIFE HOLDINGS LIMITED	
The Principles	Demonstrated by
Stakeholder Relationships and Engagement Directors should foster effective stakeholder relationships aligned to the company's purpose. The board is responsible for overseeing meaningful engagement with stakeholders, including the workforce, and having regard to their views when taking decisions.	Governance structures and reporting lines are in place to enable feedback between the Company and its stakeholders by way of Group-wide policies and procedures to engage with the workforce, customers, suppliers, regulators and other key stakeholders.

Section 172 requirements

The information required by section 172 of the Companies Act 2006 is provided in the Strategic report.

On behalf of the Board

DocuSigned by:

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W Swift
Director
29 September 2023

PEARL LIFE HOLDINGS LIMITED

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic report, Directors' report and the Company financial statements ('the financial statements') in accordance with the applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under the law the Directors have elected to prepare those statements in accordance with UK adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they 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 UK adopted International Financial Reporting Standards ('IFRS') requires the Directors to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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;
- state that the Company has complied with applicable UK adopted IFRS, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

PEARL LIFE HOLDINGS LIMITED

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

We have audited the financial statements of Pearl Life Holdings Limited (the 'Company') for the year ended 31 December 2022 which comprise the Income Statement, 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 24, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

- In our opinion, the financial statements:
- give a true and fair view of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; 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. 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- In our assessment of going concern, we have identified that the Company is dependent on support from its immediate parent Company, Impala Holdings Limited ("IHL"), to be able to meet its current liabilities. For the financial year ended 31 December 2022, Impala Holdings Limited ("IHL") provided a letter of support with a value of £25m, until 30 September 2024. As part of our going concern procedures, we have assessed the ability of Impala Holdings Limited to support the Company for the period up to 30 September 2024.
- In conjunction with our walkthrough of the Company's financial close process, we confirmed our understanding of management's Going Concern assessment process and also engaged with management early to ensure all key factors were considered in their assessment.
- We obtained management's going concern assessment, which considers a period up to 30 September 2024. We have assessed and challenged the underlying assumptions used in management's cash flow forecasts to 30 September 2024 and determined that the forecasts are appropriate to enable management to make an assessment.
- We have evaluated assumptions included in the cash flow forecast. We considered the appropriateness of the methods and data used to calculate the cash flow forecasts and determined through inspection and testing of the methodology and calculations that the methods used were appropriately sophisticated to be able to make an assessment for the Company.
- We reviewed the going concern disclosures included in the financial statements in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period until 30 September 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

PEARL LIFE HOLDINGS LIMITED

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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, 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 7, 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

PEARL LIFE HOLDINGS LIMITED

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

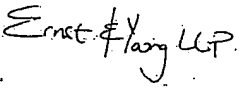
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (International Accounting Standards and the Companies Act 2006) and the relevant direct tax regulation in the United Kingdom.
- We understood how the Company is complying with those frameworks by making inquiries with those charged with governance, internal audit and management to understand how the Company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We also reviewed correspondence with relevant authorities.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company has established to address the risks identified by the entity and to prevent or detect fraud, including in a remote-working environment; and how management monitors these controls. We identified the risk of material fraud related to management override of controls. We evaluated the appropriateness of journal entries recorded in the general ledger and evaluated the business rationale for significant and/or unusual transactions.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved making inquiry of senior management and internal audit for their awareness of any non-compliance of laws and regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations by officers, inquiring about the Company's method of enforcing and monitoring compliance with such policies and inspecting significant correspondences with the regulators.

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.

DocuSigned by:



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

Date: 29 September 2023

PEARL LIFE HOLDINGS LIMITED

Income statement

for the year ended 31 December 2022

	Notes	2022 £m	2021 £m
Revenue			
Net investment income	3	390.3	20.2
Total income		390.3	20.2
Expenses			
Impairment of investments in subsidiaries	14	(0.3)	(11.1)
Administrative expenses	7	(1.8)	(1.2)
Total operating expenses		(2.1)	(12.3)
Profit before finance costs and tax		388.2	7.9
Finance costs	8	(5.2)	(1.7)
Profit for the year before tax		383.0	6.2
Tax credit	9	2.3	3.6
Profit for the year attributable to owners		385.3	9.8

Statement of comprehensive income

for the year ended 31 December 2022

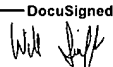
	Notes	2022 £m	2021 £m
Profit for the year		385.3	9.8
Other comprehensive income			
Re-measurements of net defined benefit liability	12	(13.8)	15.6
Deferred tax charge	9	(1.3)	-
Total other comprehensive (loss)/income		(15.1)	15.6
Total comprehensive income for the year attributable to owners		370.2	25.4

PEARL LIFE HOLDINGS LIMITED

Statement of financial position
as at 31 December 2022

	Notes	2022 £m	2021 £m
Equity attributable to owners			
Share capital	10	150.0	150.0
Capital contributions	11	1,901.5	1,701.5
Retained earnings		1,856.2	1,486.0
Total equity		3,907.7	3,337.5
Non-current liabilities			
Pension scheme liability	12	8.4	-
Long-term borrowings	13	51.5	51.5
Total non-current liabilities		59.9	51.5
Current liabilities			
Short-term borrowings	13	541.4	33.9
Amounts owed to Group entities		5.0	573.9
Total current liabilities		546.4	607.8
Total liabilities		606.3	659.3
Total equity and liabilities		4,514.0	3,996.8
Non-current assets			
Pension scheme asset	12	-	0.9
Investments in subsidiaries	14	3,665.3	3,158.3
Loans and receivables	15	795.4	779.0
Financial assets	18	9.2	10.5
Deferred tax asset	16	26.0	26.0
Total non-current assets		4,495.9	3,974.7
Current assets			
Amounts owed by Group entities		0.3	1.0
Accrued income	17	-	0.1
Financial assets	18	17.8	19.3
Cash and cash equivalents	19	-	1.7
Total current assets		18.1	22.1
Total assets		4,514.0	3,996.8

On behalf of the Board

DocuSigned by:

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W Swift
 Director
 29 September 2023

PEARL LIFE HOLDINGS LIMITED

Statement of cash flows
 for the year ended 31 December 2022

	Notes	2022 £m	2021 £m
Cash flows from operating activities			
Cash (utilised)/generated by operations	20	(156.5)	391.0
Net cash flows from operating activities		<u>(156.5)</u>	<u>391.0</u>
Cash flows from investing activities			
Dividends received from subsidiaries	3	375.0	7.2
Proceeds from disposal of financial assets		1.4	168.5
Capital contribution made to subsidiary	14	(507.3)	(375.2)
Net cash flows used in investing activities		<u>(130.9)</u>	<u>(199.5)</u>
Cash flows from financing activities			
Interest paid on borrowings	22	(1.1)	(1.4)
Capital contribution received from immediate parent	11	200.0	-
Advances of borrowings received from Group entities	13	121.6	
Repayment of borrowings to Group entities	13	(34.8)	(201.7)
Net cash flows used in financing activities		<u>285.7</u>	<u>(203.1)</u>
Net decrease in cash and cash equivalents		<u>(1.7)</u>	<u>(11.6)</u>
Cash and cash equivalents at the beginning of the year		1.7	13.3
Cash and cash equivalents at the end of the year		<u>-</u>	<u>1.7</u>
<u>Supplementary disclosures on cash flow from operating activities</u>			
Interest received		<u>0.2</u>	<u>2.2</u>

PEARL LIFE HOLDINGS LIMITED

Statement of changes in equity
for the year ended 31 December 2022

	Share capital (note 10) £m	Capital contributions (note 11) £m	Retained earnings £m	Total £m
At 1 January 2022	150.0	1,701.5	1,486.0	3,337.5
Profit for the year	-	-	385.3	385.3
Other comprehensive loss for the year	-	-	(15.1)	(15.1)
Total comprehensive income for the year	-	-	370.2	370.2
Capital contribution received	-	200.0	-	200.0
At 31 December 2022	150.0	1,901.5	1,856.2	3,907.7

	Share capital (note 10) £m	Capital contributions (note 11) £m	Retained earnings £m	Total £m
At 1 January 2021	150.0	1,701.5	1,460.6	3,312.1
Profit for the year	-	-	9.8	9.8
Other comprehensive income for the year	-	-	15.6	15.6
Total comprehensive income for the year	-	-	25.4	25.4
At 31 December 2021	150.0	1,701.5	1,486.0	3,337.5

Both the capital contributions and the retained earnings of the Company are considered to be distributable reserves. Total distributable reserves are £3,757.7m (2021: £3,187.5m).

PEARL LIFE HOLDINGS LIMITED

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 Directors have followed the UK Financial Reporting Council's "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks" (issued April 2016) when performing their going concern assessment. The liquidity assessment considered the ability to meet liabilities as they fall due under a base case scenario.

In order to meet its obligations to non-Group entities as they fall due, the Company has been provided with a letter of support from its immediate parent undertaking, Impala Holdings Limited ("IHL"), with a value of £25m, until 30 September 2024.

Furthermore, the Company's subsidiaries, as listed in note 14, perform their own going concern assessment. All of those entities have adequate resource to continue in operational existence and therefore do not require the Company to provide a letter of support.

As a result of this review, the Directors believe the Company has adequate resources to continue to meet its non-Group liabilities as they fall due for the period up to 30 September 2024. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The financial statements are separate financial statements and the exemption in section 400 of the Companies Act 2006 has been used not to present consolidated financial statements. The results of the Company are consolidated into the accounts of the Company's ultimate parent, Phoenix Group Holdings plc, a company incorporated in England and Wales.

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 England and Wales. The registered address of PGH plc is 20 Old Bailey, London, EC4M 7AN.

In preparation of these financial statements, the Company has considered the potential impacts of climate change on the financial statements, including on key assumptions and estimates used in the valuation of reported assets and liabilities, and concluded that there are no material implications at this time. Impacts of climate change will remain under review by the Company and the wider Phoenix Group.

Statement of compliance

The financial statements have been prepared in accordance with UK adopted international accounting standards and the requirements of 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 IFRS or interpretation, as specifically disclosed in the accounting policies of the Company.

(b) 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 fair value of financial instruments, impairment tests for financial assets, investments in subsidiaries and loans to Group entities, income taxes and pensions scheme obligations.

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Fair value of financial instruments

The fair values of financial assets are classified and accounted for as set out in accounting policy (i). 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.

Impairment of financial assets

The impairment provisions for financial assets disclosed in accounting policy (i) 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 accounting policy (i).

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.

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 estimated value in use. Impairments of investments in loans to Group entities are measured at 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 (f) and (g) respectively.

Income taxes

Deferred tax assets are recognised to the extent that they are regarded as recoverable, that is to the extent that, on the basis of all the available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which the losses can be relieved. The UK taxation regime applies separate rules to trading and capital profits and losses. The distinction between temporary differences that arise from items of either a capital or trading nature may affect the recognition of deferred tax assets.

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

Pension scheme obligations

The valuation of pension scheme obligations is determined using actuarial valuations that depend upon a number of assumptions, including discount rate, inflation and longevity. External actuarial advice is taken with regard to setting the financial assumptions to be used in the valuation. As defined benefit pension schemes are long-term in nature, such assumptions can be subject to significant uncertainty.

Further details of these estimates and the sensitivity of the defined benefit obligation to key assumptions are provided in note 12.

How Climate risk affects our accounting judgments and estimates

In preparation of these financial statements, the Company has considered the impact of climate change across a number of areas, predominantly in respect of the valuation of financial assets. Many of the effects arising from climate change will be longer term in nature, with an inherent level of uncertainty, and have been assessed as having a limited effect on accounting judgments and estimates for the current period.

(c) 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.

(d) Income tax

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

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

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

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Notes 9 and 16 reflect the income tax and deferred taxation disclosures respectively.

(e) Employee benefits

The Company is a participating employer in the Pearl Group Limited pension scheme which has a defined contribution section and a dormant defined benefit section.

Defined contribution plans

Obligation for contributions to defined contribution pension plans are recognised as an expense in the statement of comprehensive income as and when incurred.

Defined benefit plans

No net defined benefit cost or cash contributions of the PGL scheme are borne by the Company as it is the policy of the Phoenix Group for these to be borne by the sponsoring employer for the PGL scheme, Phoenix Group Holdings (No.1) Limited, a Group entity.

The unfunded pension provision is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years, and that benefit is discounted to determine its present value.

The Company determines the net interest expense for the period by applying the discount rate used to measure the defined benefit liability at the beginning of the period to the opening 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 Company's obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

The movement in the net defined benefit liability is analysed between the net interest cost on the net defined benefit liability recognised within the income statement and re-measurement of the net defined liability in other comprehensive income.

(f) Investments in subsidiaries

Investments in shares in companies held for strategic purposes are carried in the statement of financial position at cost less impairment.

The Company assesses at each reporting date whether an investment in a subsidiary or group of investments in subsidiaries 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 14.

(g) 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 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.

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(h) 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. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are deducted from cash and cash equivalents for the purpose of the statement of cash flows.

(i) Financial assets***Classification of Financial assets***

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 15.

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

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 21 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.

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.

Fair value estimation

For units in unit trusts and shares in open-ended investment companies, fair value is determined by reference to published bid-values.

(j) Share capital and capital contributions***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.

Capital contributions

Capital contributions received by the Company and which contain no restrictions are recognised directly in the statement of changes in equity as a distributable reserve.

(k) 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.

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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.

(l) 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.

(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) 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 2022, set out on pages 11 to 35 were authorised by the Board of Directors for issue on 25 September 2023.

In preparing the financial statements, the Company has adopted the following amendments effective from 1 January 2022:

- **Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37):** The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract should include all costs that relate directly to the contract. Such costs should include: the incremental costs of fulfilling that contract; and an allocation of other costs that relate directly to fulfilling the contract.
- **Reference to the Conceptual Framework (Amendments to IFRS 3):** In addition to updating references to the conceptual framework within IFRS 3, the amendments also add a requirement for obligations within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets to determine whether at the acquisition date a present obligation exists as a result of past events.
- **Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16):** The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use. Such sales proceeds and related costs are recognised in profit or loss; and
- **Annual Improvements (2018–2020 Cycle):**
 - Subsidiary as a First-time Adopter (Amendments to IFRS 1);
 - Fees in the '10 per cent' Test for De-recognition of Financial Liabilities (Amendments to IFRS 9);
 - Lease Incentives (Amendments to IFRS 16); and
 - Taxation in Fair Value Measurements (Amendments to IAS 41).

None of the above amendments to standards are considered to have a material effect on these financial statements.

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.

- **Disclosure of Accounting Policies (Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements) (1 January 2023):** The amendments are intended to assist entities in deciding which accounting policies to disclose in their financial statements and requires an entity to disclose 'material accounting policy information' instead of its 'significant accounting policies'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The IASB has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements. These amendments are not expected to have any impact on the Company.
- **Definition of Accounting Estimates (Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors) (1 January 2023):** The amendments replace the definition of a 'change in accounting

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estimates' with a definition of 'accounting estimates'. Under the new definition, accounting estimates are 'monetary amounts in financial statements that are subject to measurement uncertainty'. The Board has retained the concept of changes in accounting estimates in the Standard by including a number of clarifications. These amendments are not expected to have any impact on the Company.

- **Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes) (1 January 2023):** The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The IASB expects that the amendments will reduce diversity in reporting and align the accounting for deferred tax on such transactions with the general principle in IAS 12 of recognising deferred tax for temporary differences. There will potentially be some additional disclosures required in relation to the Company's leasing arrangements as a result of implementing these amendments.
- **Classification of Liabilities as Current and Non-current (Amendments to IAS 1 Presentation of Financial Statements) (1 January 2024):** The amendments clarify rather than change existing requirements and aim to assist entities in determining whether debt and other liabilities with an uncertain settlement date should be classed as current or non-current. It is currently not expected that there will be any reclassifications as a result of this clarification.
- **Lease Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases) (1 January 2024):** The amendments relate to how a seller-lessee accounts for variable lease payments that arise in a sale and leaseback transaction. On initial recognition, the seller-lessee is required to include variable lease payments when measuring a lease liability arising from a sale-and-leaseback transaction. After initial recognition, they are required to apply the general requirements for subsequent accounting of the lease liability such that no gain or loss relating to the retained right of use is recognised. Seller-lessees are required to reassess and potentially restate sale-and-leaseback transactions entered into since the implementation. These amendments are not expected to have any impact on the Company.

On 31 January 2020, the UK left the EU and effective from 1 January 2021, the European Commission no longer endorses IFRSs for use in the UK. UK legislation provides that all IFRSs that had been endorsed by the EU on or before the 31 December 2020 became UK-adopted international accounting standards. New or amended IFRSs are now endorsed by the UK Endorsement Board following delegation of powers to endorse and adopt IFRSs for the UK by the Secretary of State in May 2021.

The following amendments to standards listed above have been endorsed for use in the UK by the UK Endorsement Board:

- **Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);**
- **Definition of Accounting Estimates (Amendments to IAS 8); and**
- **Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).**

3. Net investment income

	2022 £m	2021 £m
Investment income		
Interest income on loans and receivables	16.4	14.8
Interest income on financial assets designated at fair value through profit or loss on initial recognition	0.7	2.1
Dividend income	375.0	7.2
Net expected return on pension scheme (see note 12)	0.2	(0.8)
	<hr/> 392.3	<hr/> 23.3
Fair value (losses)/gains		
Financial assets at fair value through profit or loss		
Designated upon initial recognition	(2.0)	(3.1)
	<hr/> 390.3	<hr/> 20.2

Interest income on loans and receivables includes interest of £16.4m (2021: £14.8m) on loans to Group entities.

Dividend income includes cash dividends received from subsidiaries of £375.0m (2021: £7.2m).

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4. Employee information

The Company has no employees. Services are provided by Phoenix Group Management Services Limited, Pearl Group Services Limited and Standard Life Assets and Employee Services Limited, all fellow subsidiaries.

5. Directors' remuneration

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

	2022 £	2021 £
Salaries and other short-term benefits	80,364	99,638
Redundancy	13,646	-
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>94,010</u>	<u>99,638</u>
Share-based payments	<u>50,501</u>	<u>66,800</u>
Contributions to money purchase pension scheme	<u>1,729</u>	<u>1,899</u>
Highest paid Directors' remuneration:		
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>50,697</u>	<u>53,910</u>
Share-based payments	<u>43,650</u>	<u>47,300</u>
Contributions to money purchase pension schemes	<u>180</u>	<u>182</u>
Number of Directors who are members of a money purchase pension scheme	<u>3</u>	<u>3</u>
Number of Directors who exercised share options during the year	<u>3</u>	<u>3</u>

The Directors are employed by either Phoenix 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 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.

During the year to 31 December 2022 key management personnel and their close family members contributed £37,000 to pensions and savings products sold by the Group. At 31 December 2022, the total value of their investments in Group pensions and savings products was £164,000.

6. Auditors' remuneration

The remuneration of the auditors of the Company included in the financial statements was £0.1m (2021: £0.1m) which is borne by the Company's parent, Impala Holdings Limited.

7. Administrative expenses

	2022 £m	2021 £m
Pension scheme administration costs (see note 12)	<u>1.8</u>	<u>1.2</u>

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8. Finance costs

	2022 £m	2021 £m
Interest expense on borrowings at amortised cost	5.2	1.7

Interest expense on borrowings includes interest of £5.2m (2021: £1.7m) on loans from Group entities.

9. Tax credit

Current year tax credit

	2022 £m	2021 £m
Current tax:		
UK Corporation tax	(1.9)	(1.0)
Adjustments in respect of prior periods	0.9	-
Total current tax	(1.0)	(1.0)
Deferred tax:		
Origination and reversal of temporary differences	2.0	1.8
Change in the rate of UK Corporation tax	(0.2)	(4.4)
Adjustments in respect of prior periods	(3.1)	-
Total deferred tax	(1.3)	(2.6)
Total tax credit	(2.3)	(3.6)

Tax charged to other comprehensive income

	2022 £m	2021 £m
Deferred tax on re-measurements of net defined benefit schemes	1.3	-

Reconciliation of tax credit

	2022 £m	2021 £m
Profit for the year before tax	383.0	6.2
Tax at standard UK rate of 19.00% (2021: 19%)	72.8	1.2
Non-taxable income	(71.2)	(1.4)
IFRIC 14 impact	(1.4)	(2.4)
Non-taxable reversal of impairments of investments in subsidiaries	-	2.1
Recognition of previously unrecognised deferred tax asset	(1.9)	1.3
Deferred tax rate change	(0.2)	(4.4)
Adjustments in respect of prior periods	(0.4)	-
Total tax credit for the year	(2.3)	(3.6)

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10. Share capital

	2022 £m	2021 £m
Issued and fully paid:		
150,000,002 (2021: 150,000,002) ordinary 'A' shares of £1 each	150.0	150.0

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

11. Capital contributions

	2022 £m	2021 £m
At 1 January	1,701.5	1,701.5
Capital contributions received	200.0	-
At 1 January and 31 December	1,901.5	1,701.5

On 14 October 2022, the Company received a capital contribution of £200.0m (2021: £nil), from its immediate parent, Impala Holdings Limited.

Capital contributions have been treated as a distributable reserve with no restrictions.

12. 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 and has no active members.

The valuation has been based on an assessment of the liabilities of the Scheme as at 31 December 2022 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 2021 and showed a deficit of £86.0m. Following completion of the funding valuation a recovery plan was agreed between the Company and the Trustee of the Scheme to pay monthly contributions of £0.4m into the Scheme until 31 July 2025 to eliminate the funding shortfall.

A new schedule of contributions was agreed effective from November 2021, for the Company to pay the following amounts in respect of deficit contributions in addition to the amounts payable under the recovery plan:

- fixed monthly contributions of £0.4m payable from 30 August 2025 to 30 June 2026;
- monthly contributions in respect of administration expenses of £106,295 payable up to 31 March 2022, then increasing annually in line with the Retail Prices Index assumption to 30 June 2028; and
- annual payments of £4.0m into the New 2016 Charged Account by 31 July each year, with the next payment being made by 31 July 2022, and the last payment due by 31 July 2025.

The Charged Accounts are Escrow accounts which were created in 2010 to provide the Trustees with additional security in light of the funding deficit. The amounts held in the Charged Accounts do not form part of the Scheme assets.

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Under the terms of the 2013 Funding Agreement, the funding position of the Scheme was assessed as at 31 March 2021 and this assessment revealed a shortfall, calculated in accordance with the terms of the New 2013 Funding Agreement, which exceeded the amount held in the New 2013 Charged Account. As such, the entire balance of £42.7m was paid from the New 2013 Charged Account to the Scheme in December 2021.

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

An additional liability of £3.8m (2021: £7.2m) has been recognised reflecting a charge on any refund of the resultant IAS 19 surplus that arises after adjustment for discounted future contributions of £15.5m in accordance with the minimum funding requirement. A deferred tax asset of £nil (2021: £4.4m) has also been recognised to reflect tax relief at a rate of 19% that is expected to be available on the contributions once paid into the Scheme.

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	Provision for tax on the economic surplus available as a refund £m	Minimum funding require- ment obligation £m	Total £m
At 1 January 2022	330.5	(318.0)	(4.4)	(7.2)	0.9
Interest income/(expense)	6.6	(6.2)	(0.1)	(0.1)	0.2
Administrative expenses	(1.8)	-	-	-	(1.8)
Included in profit or loss	4.8	(6.2)	(0.1)	(0.1)	(1.6)
Re-measurements:					
Return on plan assets excluding amounts included in interest income	(123.0)	-	-	-	(123.0)
Experience loss	-	(9.0)	-	-	(9.0)
Gain from changes in demographic assumptions	-	0.3	-	-	0.3
Gain from changes in financial assumptions	-	109.9	-	-	109.9
Change in minimum funding requirement obligation	-	-	-	3.5	3.5
Change in provision for tax on economic surplus available as a refund	-	-	4.5	-	4.5
Included in other comprehensive income	(123.0)	101.2	4.5	3.5	(13.8)
Employer's contributions	6.1	-	-	-	6.1
Benefit payments	(12.0)	12.0	-	-	-
At 31 December 2022	206.4	(211.0)	-	(3.8)	(8.4)

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	Fair Value of Scheme Assets £m	Defined benefit obligation £m	Provision for tax on the economic surplus available as a refund £m	Minimum funding require- ment obligation £m	Total £m
At 1 January 2021	279.7	(341.2)	-	-	(61.5)
Interest income/(expense)	3.9	(4.7)	-	-	(0.8)
Administrative expenses	(1.2)	-	-	-	(1.2)
Included in profit or loss	2.7	(4.7)	-	-	(2.0)
Re-measurements:					
Return on plan assets excluding amounts included in interest income	11.1	-	-	-	11.1
Experience loss	-	(4.6)	-	-	(4.6)
Gain from changes in demographic assumptions	-	5.9	-	-	5.9
Gain from changes in financial assumptions	-	14.8	-	-	14.8
Change in minimum funding requirement obligation	-	-	-	(7.2)	(7.2)
Change in provision for tax on economic surplus available as a refund	-	-	(4.4)	-	(4.4)
Included in other comprehensive income	11.1	16.1	(4.4)	(7.2)	15.6
Employer's contributions	48.8	-	-	-	48.8
Benefit payments	(11.8)	11.8	-	-	-
At 31 December 2021	330.5	(318.0)	(4.4)	(7.2)	0.9

Scheme assets

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

	Total 2022 £m	Of which not quoted in an active market 2022 £m	Total 2021 £m	Of which not quoted in an active market 2021 £m
Diversified income fund	44.2	-	138.6	-
Corporate bonds	86.8	-	118.2	-
Derivatives	(15.3)	(15.3)	0.8	0.8
Fixed interest government bonds	86.7	-	68.3	-
Cash and cash equivalents	4.0	-	4.6	-
Pension scheme assets	206.4	(15.3)	330.5	0.8

The actual return on plan assets was a loss of £116.4m (2021: gain of £15.0m).

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.

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Defined benefit obligation

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

- Deferred scheme members: 44% (2021: 44%); and
- Pensioners: 56% (2021: 56%)

The weighted average duration of the defined benefit obligation at 31 December 2022 is 13.5 years (2021: 16 years).

Principal assumptions

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

	2022 %	2021 %
Rate of increase for pensions in payment (5% per annum or RPI if lower)	3.05	3.20
Rate of increase for deferred pensions (CPI subject to caps)	2.70	2.70
Discount rate	4.95	2.00
Inflation – RPI	3.30	3.30
Inflation – CPI	2.70	2.70

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.

The post-retirement mortality assumptions are 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 2021, using the SAPS S3 'Light' tables for males and for females based on year of use. Future longevity improvements from 1 January 2021 are based on amended CMI 2021 Core Projections (2021: From 1 January 2021 based on amended CMI 2020 Core Projections) and a long-term rate of improvement of 1.50% (2021: 1.70%) per annum for males and 1.20% (2021: 1.20%) per annum for females.

Under these assumptions the average life expectancy from retirement for a member currently aged 45 retiring at age 65 is 24.8 years and 25.9 years for male and female members respectively (2021: 24.9 years and 25.7 years respectively).

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

2022

Assumptions	Base	Discount rate		Retail Price Index		Life expectancy	
Sensitivity level		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 2022	211.0	(6.4)	6.7	4.2	(4.2)	6.4	(6.6)

2021

Assumptions	Base	Discount rate		Retail Price Index		Life expectancy	
Sensitivity level		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 2021	318.0	(12.3)	13.0	8.3	(8.5)	12.4	(12.4)

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.

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13. Borrowings

	Carrying value		Fair value	
	2022	2021	2022	2021
	£m	£m	£m	£m
Amounts owed to Group entities				
(i) Loan from Phoenix Group Management Services Limited ('PGMS')	51.5	51.5	51.1	51.3
(ii) Loan from Phoenix Life Holdings Limited ('PhLHL')	-	33.9	-	33.9
(iii) Loan from Phoenix Group Holdings plc ('PGHP')	541.4	-	541.4	-
Total borrowings	592.9	85.4	592.5	85.2
Amount due for settlement within 12 months	541.4	33.9		
Amount due for settlement after 12 months	51.5	51.5		

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

- (i) 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 compounded SONIA plus a margin of 2.0266% which is payable semi-annually on 30 June and 31 December. The loan has a maturity date of 31 December 2026. Interest of £1.1m was paid on this loan during the year (2021: £1.0m).
- (ii) On 23 March 2018, the Company received a loan with an initial advance of £32.0m from PhLHL. The loan accrued interest at compounded SONIA plus a margin of 1.1966% which was capitalised semi-annually on 30 June and 31 December. The loan had a maturity date of 31 December 2022, and was discharged at its maturity date though a drawdown under the uncommitted intra-group cash pooling facility – see (iii) below. Interest of £0.9m was capitalised during the year (2021: £0.4m).
- (iii) On 13 September 2022, the Company along with certain fellow subsidiaries, entered into an uncommitted intra-group cash-pooling facility with PGHP, under which the Company will either borrow funds from, or lend funds to, PGHP. All amounts due under the facility attract interest at SONIA and are repayable on demand. The amounts owed by the Company to PGHP at the commencement of the facility were included within it, and the Company received advances of £121.6m during 2022. Interest of £3.2m 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.

2022	1 Jan £m	Cash flow items		Non cash flow items		31 Dec £m
		New loans £m	Loan repaid	Interest capitalised £m	Loan take-on	
Loans from PGMS	51.5	-		-	-	51.5
Loan from PhLHL	33.9	-	(34.8)	0.9	-	-
Loan from PGHP	-	121.6	-	3.2	416.6	541.4
Total borrowings	85.4	121.6	(34.8)	4.1	416.6	592.9

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2021	Cash flow items			Non cash flow items	31 Dec £m
	1 Jan £m	New loans £m	Loans repaid £m	Interest capitalised £m	
Loans from PGMS	51.5	-	-	-	51.5
Loan from PLL	201.7	-	(201.7)	-	-
Loan from PhLHL	33.5	-	-	0.4	33.9
Total borrowings	<u>286.7</u>	<u>-</u>	<u>(201.7)</u>	<u>0.4</u>	<u>85.4</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 2022 or 2021.

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

14. Investments in subsidiaries

	2022 £m	2021 £m
Cost		
At 1 January	6,427.5	6,052.3
Capital contributions made to subsidiaries	507.3	375.2
At 31 December	<u>6,934.8</u>	<u>6,427.5</u>
Impairment		
At 1 January	(3,269.2)	(3,258.1)
Impairment charge	(0.3)	(11.1)
At 31 December	<u>(3,269.5)</u>	<u>(3,269.2)</u>
Carrying amount		
At 31 December	<u>3,665.3</u>	<u>3,158.3</u>

During the year, the Company paid capital contributions of £507.3m (2021: £375.2m) to Phoenix Life Limited.

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 2022, impairments of £0.3m (2021: £11.1m) were recognised to align the carrying value of certain investments to their recoverable amount.

The value in use has been used as the recoverable amount. The value in use for subsidiaries has been assessed using excess of assets over liabilities determined on a Solvency II basis.

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The subsidiaries of the Company at 31 December 2022 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 Trustee Services 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
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 Advisers 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
Standard Life Mortgages 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 ER5 Limited *	UK	Ordinary shares of £1
Phoenix ER6 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
Phoenix Wealth Services 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.

15. Loans and receivables

	Carrying value		Fair value	
	2022	2021	2022	2021
	£m	£m	£m	£m
Loans to Group entities at amortised cost				
Loan to Impala Holdings Limited ('IHL')	795.4	779.0	788.6	775.9
Amounts due within 12 months	-	-		
Amounts due after 12 months	795.4	779.0		

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 compounded SONIA plus 2.0266% and has a maturity date of 31 December 2026. During the year, interest of £15.4m was capitalised (2021: £14.9m).

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

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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 2022 or 2021.

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

16. Tax assets and liabilities

	2022 £m	2021 £m
Deferred Tax		
Deferred tax asset	<u>26.0</u>	<u>26.0</u>

Movement in deferred tax assets

Year ended 31 December 2022

	1 Jan £m	Recognised in the income statement £m	Recognised in comprehensive income	31 Dec £m
Trading losses	13.7	3.2	-	16.9
Committed future pension contributions	5.2	-	(1.3)	3.9
Provisions and OTDs	7.1	(1.9)	-	5.2
	<u>26.0</u>	<u>1.3</u>	<u>(1.3)</u>	<u>26.0</u>

Year ended 31 December 2021

	1 Jan £m	Recognised in the income statement £m	Recognised in comprehensive income	31 Dec £m
Trading losses	11.7	2.0	-	13.7
Pension scheme	11.7	(11.7)	-	-
Committed future pension contributions	-	5.2	-	5.2
Provisions and OTDs	-	7.1	-	7.1
	<u>23.4</u>	<u>2.6</u>	<u>-</u>	<u>26.0</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.

An increase from the current 19% UK corporation tax rate to 25%, effective from 1 April 2023, was announced in the Budget on 3 March 2021, and enacted on 10 June 2021. Accordingly, deferred tax assets and liabilities, where provided, are reflected at rates between 19% and 25% depending on the expected timing of the reversal of the relevant temporary difference.

	2022 £m	2021 £m
Deferred Tax		
Deferred tax assets have not been recognised in respect of:		
Capital losses carried forward	1.4	1.3
Losses (NLTIR)	-	1.6
Total deferred tax assets not recognised	<u>1.4</u>	<u>2.9</u>

17. Accrued income

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	2022 £m	2021 £m
Accrued interest on debt securities	-	0.1
18. Financial assets		
	2022 £m	2021 £m
Financial assets at fair value through profit or loss		
Designated upon initial recognition		
Debt securities	9.2	10.5
Collective investment schemes	17.8	19.3
	<u>27.0</u>	<u>29.8</u>
Amounts due within 12 months	<u>17.8</u>	<u>19.3</u>
Amounts due after 12 months	<u>9.2</u>	<u>10.5</u>

Debt securities of £9.2m (2021: £10.5m) and collective investment schemes of £17.8m (2021: £19.3m) are held in the 2016 Charged Account in favour of the Abbey Life Staff Pension Scheme – see note 12.

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 2022	Level 1 £m	Level 2 £m	Total £m
Financial assets at fair value through profit or loss			
Debt securities	9.2	-	9.2
Collective investment schemes	17.8	-	17.8
	<u>27.0</u>	<u>-</u>	<u>27.0</u>

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Year ended 31 December 2021	Level 1 £m	Level 2 £m	Total £m
Financial assets at fair value through profit or loss			
Debt securities	10.5	-	10.5
Collective investment schemes	19.3	-	19.3
	<u>29.8</u>	<u>-</u>	<u>29.8</u>

There were no level 3 financial assets in 2022 or 2021.

19. Cash and cash equivalents

	2022 £m	2021 £m
Cash at bank	<u>-</u>	<u>1.7</u>

Cash at bank of £nil (2021: £1.7m) is held in the 2016 Charged Account in favour of the Abbey Life Staff Pension Scheme – see note 12.

20. Cash flows from operating activities

	2022 £m	2021 £m
Profit for the year before tax	383.0	6.2
Adjustments to reconcile profit for the year to net cash inflow from operating activities in respect of:		
Dividends received	(375.0)	(7.2)
Interest income on loans and receivables	(16.4)	(14.8)
Interest income on financial assets designated at fair value through profit or loss on initial recognition	(0.5)	-
Fair value gains/(losses)	2.0	3.1
Interest expense on borrowings	5.2	1.7
Pension scheme administration costs	1.8	1.2
Net expected returned on pension scheme	(0.2)	0.8
Movements in impairments of investments in subsidiaries	0.3	11.1
Contributions to defined benefit pension scheme	(6.1)	(6.0)
Changes in operating assets and liabilities	(150.6)	394.9
Cash (utilised)/generated by operations	<u>(156.5)</u>	<u>391.0</u>

21. Capital and risk management

The Company's capital comprises share capital and all reserves. At 31 December 2022 total capital was £3,907.7m (2021: £3,337.5m). The movement in capital in the year comprises the receipt of a capital contribution of £200.0m (2021: £nil) and total comprehensive income for the year of £370.2m (2021: £25.4m).

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:

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- 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 £2.4m (2021: £6.6m). 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 £2.4m (2021: £6.6m).
- 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
2022	Borrowings	560.1	56.1	-	616.2
	Amounts owed to Group entities	5.0	-	-	5.0
2021	Borrowings	34.3	57.2	-	91.5
	Amounts owed to Group entities	573.9	-	-	573.9
- 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:

2022	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	15	N/A	Performing	12m ECL	795.4	-	795.4
Amounts owed by Group entities		A+	Performing	12m ECL	0.3	-	0.3
Financial assets	18	AAA	Performing	12m ECL	17.8	-	17.8
Financial assets	18	A-	Performing	12m ECL	9.2	-	9.2

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2021	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	15	N/A	Performing	12m ECL	779.0	-	779.0
Amounts owed by Group entities		A+	Performing	12m ECL	1.0	-	1.0
Financial assets	18	AAA	Performing	12m ECL	19.3	-	19.3
Financial assets	18	A-	Performing	12m ECL	10.5	-	10.5
Cash and cash equivalents	19	A	Performing	12m ECL	1.7	-	1.7

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.

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.

22. 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.

During the year, the Company received cash dividends from its subsidiaries of £375.0m (2021: £7.2m).

Interest paid on loans and other amounts due to fellow subsidiaries amounted to £1.1m (2021: £1.4m).

Amounts due to related parties

	2022 £m	2021 £m
Loans due to ultimate parent	541.4	-
Loans due to fellow subsidiaries	51.5	85.4
Other amounts due to ultimate parent	-	447.3
Other amounts due to subsidiaries	5.0	126.6

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Amounts due by related parties

	2022	2021
	£m	£m
Loans due by parent	795.4	779.0
Other amounts due by fellow subsidiaries	<u>0.3</u>	<u>1.0</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 24.

23. Events after the reporting date

There were no subsequent events which require adjustment and / or disclosure in these financial statements.

24. 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 England and Wales. A copy of the financial statements of PGH plc can be obtained from the Company Secretary, The Phoenix Group, 20 Old Bailey, London, EC4M 7AN or www.thephoenixgroup.com.