

Transfer guide

Proposal to transfer all Standard Life Pension Funds Limited policies to Phoenix Life Limited

May 2023



Some helpful definitions

There are a number of terms used throughout this guide. To help explain what we mean, we've defined some key terms here.

1. **Policy:** the policy or plan customers have with Standard Life Pension Funds Limited.
2. **Transfer:** the proposed transfer of business from Standard Life Assurance Limited, Standard Life Pension Funds Limited and Phoenix Life Assurance Limited to Phoenix Life Limited and the legal process we use to make it happen.
3. **Phoenix Group:** means Phoenix Group Holdings plc and each of its companies.
4. **Scheme:** the legal document which sets out all the details of the Transfer. It is a key part of the application to be considered by the High Court.
5. **Existing Schemes:** the three previous Standard Life Assurance Limited transfer schemes of 2006, 2011 and 2019 (see **Section 4** of this guide) which will be replaced or amended as a result of the Transfer.
6. **Changes to the Existing Schemes:** The proposed replacement of two of the Existing Schemes (the 2006 and 2011 Schemes) and the amendments of the third Existing Scheme (the 2019 Scheme) to enable the Transfer to take effect.
7. **Courts:** the collective term we use for the High Court of Justice of England and Wales in London (the High Court) and the Court of Session in Edinburgh (the Court of Session).
8. **Independent Expert:** an experienced actuary (independent of Phoenix Group) appointed to provide a detailed independent report on the Transfer and the impact on our customers and on the Changes to the Existing Schemes.

How to get in touch



You can access this guide, plus up-to-date information about the Transfer and the Changes to the Existing Schemes, including questions and answers at [standardlife.co.uk/business-transfer](https://www.standardlife.co.uk/business-transfer)



If you have any questions about our proposals, contact our dedicated freephone helpline on **0808 196 6804**.

If you live outside the UK please call **+44 (0) 1234 298 298**. Note that calls to this number will be charged.

The helpline is open from **9am to 5pm** (UK time), Monday to Friday, excluding bank holidays.

If you would like information about your Policy, please get in touch in the usual way. **Section 10** of this guide includes all our contact details.

Contents

Section 1	Introduction
Section 2	Who this guide is for
Section 3	What this means for you
Section 4	The process we're following
Section 5	What you need to do
Section 6	Summary of the terms of the Scheme
Section 7	Summary of the Independent Expert's Report
Section 8	Notice of Application to the High Court and Notice of Applications to the Court of Session
Section 9	Your questions answered
Section 10	Contact us



It's important you take the time to read this guide.

It includes key information you need to know about our proposal and the process we will follow, and explains what this means for you.



We must follow a legal process, which involves the Courts and regulators – who have also reviewed this proposal.

See **Section 4** for more detail.



An Independent Expert has reviewed this proposal and a summary of his report is included.

To read this, see **Section 7**.



1. Introduction

Your policy

Your Standard Life annuity policy is provided by Standard Life Pension Funds Limited (SLPF), a subsidiary of Standard Life Assurance Limited (SLAL). SLPF's policies are reinsured to SLAL. They are managed and administered by SLAL under the Standard Life brand, along with SLAL's other policies.

Our proposals

We're writing to you because you have a policy(ies) with SLPF that we're proposing to transfer to Phoenix Life Limited (PLL), another Phoenix Group company. We plan for this to happen at the same time as transferring all of SLAL's policies to PLL, along with some others as described below.

You'll keep the same benefits

The Transfer will not change any Policy values, charges or benefits. You will see some small changes to the way your Policy works, mostly around which company will make and receive payments. These are explained in **Section 3**.

You will still receive the same Standard Life experience

You will continue to see the Standard Life name and brand when we write to you and you may also see it used for advertising, for example on television. Standard Life is an important brand for Phoenix Group. Your policy will still be managed in the same way with the same teams continuing to communicate with you and provide support. You should not notice any difference in the service you receive as a result of the Transfer.

Why is the Transfer being proposed?

In 2018, SLAL became part of Phoenix Group, now the UK's largest long-term savings and retirement business. We now plan to transfer all SLAL and SLPF business to PLL, which is another Phoenix Group company, registered in England.

Phoenix Group is committed to being a strong and sustainable business to meet the needs of its customers and stakeholders. Simplifying the structure of its businesses will help ensure it operates efficiently. As part of this, Phoenix Group also plans to transfer the policies of another of its other companies, Phoenix Life Assurance Limited (PLAL), to PLL at the same time.

Any transfer of an insurance business in the UK must be approved by a court. An important part of the court's role in reviewing a proposed transfer is to make sure that customers are being treated fairly. Subject to the approval of the High Court in London, we expect the Transfer to take place on 27 October 2023. If the Transfer is approved your Policy will transfer to PLL and PLL will be responsible for your Policy going forward. To enable the Transfer to take effect it is also necessary for the Court of Session in Edinburgh to approve the Changes to the Existing Schemes. The Transfer will not go ahead without that approval. We explain more about what this means and the Court processes in **Section 4** of this guide.

2. Who this guide is for

This guide is aimed at SLPF customers. Other specific guides have also been created for some groups of customers who hold certain types of Policies.



Everything you need to know about the Transfer, including all the associated documents can be found at standardlife.co.uk/businesstransfer

About this guide

We've put this guide together to help you understand the Transfer and the process we're following, what it will mean for you and what you should do if you have any concerns.

Please take the time to read this guide and the information included carefully. We suggest you keep this document somewhere safe.

In this guide, you can find:

Information about our proposals and how they affect you.

Section 3

Details on how to raise any concerns or objections you may have about the proposals.

Section 5

Summary of Independent Expert's report.

Section 7

Questions and Answers to help with questions you may have.

Section 9

3. What this means for you

This section explains what you can expect to happen as a result of our proposals to transfer your Policy from SLPF to PLL.

Who is Phoenix Life Limited (PLL)?

PLL is a long-established life insurance business, registered in England, which looks after over 3 million life and pension policies.

The Transfer will mean your Policy is staying with a Phoenix Group company. PLL will become responsible for your Policy and there will be no change to the way your Policy is administered as a result of the Transfer.

What stays the same?

You can expect the same Standard Life experience, including:

Your Policy benefits

The amount of your annuity will not change as a result of the Transfer.

Day-to-day management

Your Policy number, terms and conditions, and any payments from us will continue to be paid in the same way.

Standard Life brand

You'll continue to see the same Standard Life brand, which is really important to Phoenix Group.

Getting in touch

You can continue to contact us in the same way.

Expect the same [standardlife.co.uk](https://www.standardlife.co.uk) website and award-winning customer service teams.

Changes you can expect

If the Transfer goes ahead there will be some changes, in particular:

Policy transfer

Your Policy will move from SLPF to PLL and PLL will be responsible for your Policy going forward.

Being a customer of a bigger company

PLL will be a much bigger company than SLAL or SLPF, meaning that it will have more customers and a wider range of products. It will operate a number of different brands, including the Standard Life brand.

Reinsurance arrangements

All SLPF business is currently reinsured to SLAL. There will be no need for this reinsurance following the proposed transfer as PLL will manage the former SLPF and SLAL policies.

Payments

If you make payments to us via standing order, giro, bank transfer or by cheque, you should update your payee name to "Standard Life" once your Policy transfers.

Other changes

The Transfer will also result in some other changes to how our business is managed. These are explained in **Section 6** of this guide. The Independent Expert has concluded in their report that these changes will not have a material adverse effect on you.

What the Transfer means for customer interests

As your Policy is reinsured to SLAL, financial security for your Policy is mostly provided by SLAL and overseen by the SLAL Board.

• The Board

The SLAL Board looks after its customers' interests, including SLPF customers, and manages SLAL's business. Following the Transfer, PLL's Board of Directors will take on this role. The membership of the SLAL and PLL Boards of Directors is the same and so following the Transfer your interests will continue to be looked after as before.

• Security for your Policy

In the UK, insurance companies like SLAL and PLL are required by the Prudential Regulation Authority (PRA) to hold surplus assets so that there is very little chance of them being unable to make customer payments in full. The minimum amount of assets that they must hold is calculated using the PRA's rules.

SLAL and PLL both hold more surplus assets than the PRA requires and so they are able to provide their customers with additional security. Both companies currently target the same strength of additional security and hold at least the amount of assets needed to achieve this. PLL's approach will not change as a result of the Transfer and the amount of surplus assets that it holds will be updated to reflect its new size and risk exposures. This means that the financial security provided for all customers will be maintained.

• Financial Services Compensation Scheme (FSCS)

There is no change to your access to FSCS protection as a result of the proposed transfer.

3. What this means for you (continued)

What the Transfer means for your policy

Annuities in payment

If you have an annuity which provides you with a regular income, PLL will make these payments after the Transfer. The amounts you receive, the date of your payment and any guarantees you have will not be affected by the Transfer.

Deferred Annuities

If you have a 'deferred' annuity that will start to provide you with a regular income in the future, PLL will be responsible for making these payments after the Transfer. The amounts you will receive, the date of your payment and any guarantees you have will not be affected by the Transfer.



The **Independent Expert** has considered the effect of the Scheme on transferring SLPF customers. He has concluded that the implementation of the Transfer will not have a material adverse effect on the security of benefits of SLPF customers; the reasonable expectations of SLPF customers with respect to their benefits; or the standards of administration, service, management and governance applicable to the SLPF policies. This conclusion is set out in **Section 7** of this guide.



4. The process we're following

Protecting the interests of our customers is a key priority for us. Before we transfer any business to PLL we will follow a rigorous process which is explained below.

Consultation with regulators

We have consulted with the PRA and the FCA, our regulators, to ensure they are fully aware of our proposals and as at the date of this guide, they have not raised any objections. We have also consulted with the Central Bank of Ireland (CBI) in relation to the changes we are making to one of the Existing Schemes (the 2019 Scheme), which was put in place to transfer SLAL's European business to Standard Life International DAC, a company incorporated in Ireland and regulated by the CBI.

Independent review of the Transfer

We've appointed an Independent Expert, John Jenkins, who is a Principal (a senior qualified actuary) at Milliman LLP, to give his opinion on the likely effect of the Transfer on all current PLL customers, and customers transferring into PLL.

The Independent Expert has been selected on the basis of his experience and independence. His appointment has been approved by the PRA in consultation with the FCA. His appointment has also been approved by the CBI in relation to the proposed changes to the 2019 Scheme.

The Independent Expert has produced an independent report, in which he details his review of the Transfer and his opinion on whether any group of customers is materially adversely affected by the Transfer. He reports on any 'material adverse effects' because this is what the High Court must consider when forming a view on the Scheme's fairness to customers.

The Independent Expert's report has been reviewed by the regulators and will help the Courts to reach their decisions.

In his report, the Independent Expert concludes that the implementation of the Transfer will not have a material adverse effect on the security of benefits of SLPF customers; the reasonable expectations of SLPF customers with respect to their benefits; or the standards of administration, service, management and governance applicable to the SLPF policies. The Independent Expert's Report also covers the Changes to the Existing Schemes.



You can find the **Independent Expert's summary** of his report in **Section 7** of this guide and you can also see the full report on our website at standardlife.co.uk/businesstransfer

The Independent Expert will also produce a supplementary report before the High Court hearing, in which he'll consider the likely effect of the Transfer on customers in light of any developments that may have happened since his initial report. This will be available on our website around two weeks before the High Court hearing.

Chief Actuary report

SLAL's Chief Actuary (who is also SLPF's Chief Actuary) has produced a report giving their opinion on the Transfer. This report concludes that there are no material adverse effects on any group of SLAL's or SLPF's policyholders.

This report is available to read on our website standardlife.co.uk/businesstransfer

Writing to our customers

We're writing to you to inform you of our proposals, explain what this means for you and how you can raise concerns or make an objection.

We've set up a dedicated area of our website, where you can view this document and others as well as a range of Q&As. You can also submit a question to our team via our website. Visit standardlife.co.uk/businesstransfer

A helpline has also been set up if you have any questions about the Transfer or would like us to talk you through any of the information we have shared with you.

For all the details on how to get in touch with us, see **Section 10** of this guide.

Approval from the High Court

As part of the Transfer process SLPF is required to get the High Court's approval for the Scheme.

The High Court will need to be satisfied that the process for the approval of the Scheme meets all the necessary legal requirements and that the proposals have no material adverse effect on customers. The High Court will only approve the Scheme if it is appropriate to do so.

Anyone who considers that they may be adversely affected is entitled to object to the High Court. See **Section 5** of this guide for more information. SLAL and PLAL, whose business will also be transferred by the Scheme to PLL, will be following this same process, and the High Court must also approve replacing the existing schemes that apply to PLL and PLAL with the Scheme.

4. The process we follow (continued)

Approval from the Court of Session

As already mentioned, as part of the Transfer, it is also necessary to obtain the approval of the Court of Session to the Changes to the Existing Schemes. They are:

- **The 2006 Scheme**, which transferred the Standard Life Assurance Company's business to SLAL in 2006. We propose to replace the 2006 Scheme with the Scheme. See **Section 6** for a summary of the Scheme.
- **The 2011 Scheme**, which transferred the business of Standard Life Investment Funds Limited to SLAL in 2011. We propose to replace the 2011 Scheme with the Scheme. See **Section 6** for a summary of the Scheme.
- **The 2019 Scheme**, which transferred SLAL's European business to Standard Life International DAC (also known as the Brexit Scheme), and is to continue after the Scheme. We propose to amend the 2019 Scheme so that PLL takes on SLAL's rights and obligations under the 2019 Scheme.

As these schemes were approved by the Court of Session and require the Court of Session to approve the changes to them, we have made applications to the Court of Session for its approval to the Changes to the Existing Schemes.

Final High Court Hearing

We expect the hearing to be held at the High Court of Justice of England and Wales, 7 Rolls Building, Fetter Lane, London EC4A 1NL on 5 October 2023.

Final Court of Session Hearing

We expect the hearing to be held at the Court of Session, Parliament House, Parliament Square, Edinburgh, EH1 1RQ, on 3 October 2023.

The dates of both Court hearings will be confirmed on our website. Any changes to the court dates will also be updated at standardlife.co.uk/businessstransfer







Transfer to PLL

The Transfer will only go ahead if the High Court approves the Transfer and the Court of Session gives its approval to the Changes to the Existing Schemes. If all of this happens, we expect the Transfer to take place on 27 October 2023.



4. The process we follow (continued)

When things will happen

What's happened so far	We are here	What happens next
 <p>Regulator consultation We have consulted with the PRA, FCA and CBI to ensure they have no objections to our proposals.</p>	 <p>Customer mailing We're writing to let you know about our proposals, the process we follow and how you can ask questions, raise concerns or object.</p>	 <p>Supplementary report The Independent Expert completes a final review and a supplementary report confirming that the Independent Expert still considers there to be no material adverse impact on customers.</p>
 <p>Independent review We appointed an Independent Expert to review our proposals. He concluded that there is no material adverse impact on customers.</p>	 <p>Customer helpline and website Our website has lots of information on it and you can also submit any questions you may have. If you prefer, you can also call our dedicated helpline. Copies of any objections will be submitted to the Courts.</p>	 <p>Court hearings To carry out the Transfer we need approval of the Scheme from: High Court, expected to be on 5 October 2023 and approval to the Changes to the Existing Schemes from: Court of Session, expected to be on 3 October 2023.</p>

5. What you need to do

This section explains what you need to do if there are **other people with an interest in your Policy**. It also provides detail about **what to do if you have an objection** to our proposals.

Please read this guide and the letter we have sent you carefully to make sure you fully understand our proposals. You may also find the 'Your questions answered' information contained in **Section 9** of this guide helpful.

No further questions?

If you have no questions we suggest you keep these documents safe and we'll keep our website up to date as we move through the Transfer process. You do not need to take any further action unless you are unsure about the proposals, have questions, want clarification or think you may be negatively affected.

Looking for more information?

The questions and answers in **Section 9** may have the information you need, or you could get in touch with your financial adviser. You can also submit a question, view this guide, the full Scheme document, the full Independent Expert's report and other documents related to the Transfer and the Changes to the Existing Schemes online at our website at standardlife.co.uk/businessstransfer

Letting others know

It's important you let anyone else with an interest in your Policy know about these proposals too. This could include a beneficiary, trustee in bankruptcy, or an assignee.

Supporting you

If we can help you with any concerns you have about this Transfer, and in particular any adverse effects you think our proposal may have for you, please get in touch.

All of our contact details are in **Section 10** of this guide.

What to do if you want to object – High Court in London



If you have concerns about the Transfer and believe you may be adversely affected you have the right to raise an objection, which will be presented to the High Court. The High Court will consider all objections made when reaching its decision. You can raise any objections in the following ways:



By calling our dedicated freephone helpline on: **0808 196 6804**.

If you live outside the UK please call: **+44 (0) 1234 298 298**.

There will be a charge for this number.



Via our website by submitting an enquiry form at standardlife.co.uk/businessstransfer



By writing to us, quoting reference FM23; our address is in **Section 10**.



By presenting your objection at the High Court hearing.

You are entitled to raise any objections at the High Court proceedings in person, or you can ask a representative to do this for you. Your representative does not need legal training and could be a friend or relative but please note that if you wish your objections to be made by a representative, your representative will need the permission of the High Court to speak.

If you wish to do this, please contact us quoting reference FM23, ideally before 8 September 2023.

5. What you need to do (continued)

What to do if you want to object – Court of Session in Edinburgh



The transfer to PLL will not go ahead unless the Court of Session gives its approval.

Although your policy was not transferred or directly affected by the Existing Schemes, the Court of Session may consider any objection made by you. If you wish to object to the Changes to the Existing Schemes you may submit what are called formal written answers to Standard Life's applications with the Court of Session at Parliament House, Parliament Square, Edinburgh, EH1 1RQ.

Please note that any formal written answers must be submitted within 42 days of the publication of the last of the notices which relate to those applications included at **Section 8** of this guide. We currently expect publication to be complete by July 2023.

If you want to submit answers, we recommend that you take independent legal advice from a solicitor qualified in Scots law. They'll also be able to tell you about the Court fee payable which we understand is £332.

Anyone who submitted answers has the right to attend the hearing at the Court of Session, at the above address to object to the Changes to the Existing Schemes. They can also ask their legal representative to attend on their behalf.

The practice of the Court of Session in applications like this is also to take into account all objections or representations which are made to it in writing or in person at the Court hearing, even if they're not formal answers.

We expect the final hearing at the Court of Session will take place on 3 October 2023. If this date changes, we'll post the new date on our website at standardlife.co.uk/businesstransfer

If you intend to come to the Court of Session final hearing it would be helpful (but is not necessary) to give not less than five clear working days' written notice of your intention to attend and the reasons for any objection to the Changes to the Existing Schemes. You should send this notice to Standard Life's solicitors in Scotland, Burness Paull LLP at 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ.



6. Summary of the terms of the Scheme

This section explains what happens if the Transfer takes place and highlights any changes to the way Policies are managed.

You can view the full Scheme document, which contains detailed technical information, on our website standardlife.co.uk/businesstransfer

You can also request a copy by calling our helpline, our contact details are in **Section 10** of this guide.

The Scheme

The Scheme brings together, and in certain places amends, the provisions in the existing schemes which apply to the companies. This has been done to simplify operation of the Scheme and reflect recent developments, for example in relation to law and regulation.

The Transfer date

Subject to the approval of the High Court and the approval of the Court of Session to the Changes to the Existing Schemes we expect the Transfer date to be 27 October 2023. Any change to this date will be announced on our website standardlife.co.uk/businesstransfer

For accounting and financial reporting purposes, the Scheme will be treated as effective between PLL, SLAL, SLPF and PLAL from 30 September 2023. However, this does not affect your rights against SLPF or PLL.

Transferring the businesses

If approved, all of the business of SLAL, SLPF and PLAL (the "Transferring Business") will transfer to PLL on the Transfer date. PLL will become the insurer of all Transferring Business and will be responsible for it going forward. PLL will acquire all the rights, benefits and powers of the three transferring companies in relation to the Transferring Business. All customers will be entitled to the same rights and benefits, and subject to the same obligations, with PLL as they had with the transferring companies before the Transfer. Any contracts between the transferring companies and any other organisation will also transfer, so that from the Transfer date such contracts will be between PLL and that organisation.

Allocation of policies

The Policies of SLPF are currently reinsured to SLAL and allocated to either the Heritage With-Profits Fund or the Proprietary Business Fund (also known as the Non-Profit Fund) in SLAL. These policies will transfer to the new Heritage With-Profits Fund in PLL and the PLL Non-Profit Fund respectively.

No business will transfer into the existing PLL with-profits funds, and no PLL policies will transfer under the Scheme.

Excluded policies

If, for technical reasons, we are unable to transfer any policy or group of policies we will treat these policies for all practical purposes in the same way as if they had transferred. To achieve this, a reinsurance arrangement between SLPF and PLL will be put in place until it is possible to transfer them. The purpose of the reinsurance arrangement is to transfer the economic responsibility under the excluded policies to PLL until these policies can transfer to PLL.

Policies with options for a new or replacement policy to be issued

If a policy has an option or other right which allows customers to take out a new, additional or replacement policy, customers will be entitled to require PLL to issue such a policy after the Transfer. If PLL is not issuing these exact policies, then (subject to satisfying certain requirements and in compliance with the relevant terms and conditions) customers may be offered the nearest equivalent policy in terms of investment exposure that PLL is providing.

Third party contracts and Reinsurance

The transferring companies have reinsurance arrangements with other companies. Following the Transfer these arrangements will continue to operate in the same way as they did before, with PLL replacing the transferring company as reinsurer or as the reinsured.

Where there are reinsurance agreements between PLL and PLAL, or between SLAL and SLPF, on the date of the Transfer these agreements will either cease where they are not needed, or will be replaced by inter-fund agreements between the funds of PLL in order to achieve the same financial effect.

Similarly, where there are arrangements between funds in the transferring companies, those arrangements will be replicated between the equivalent successor funds in PLL.

Assets of SLPF

The assets of SLPF will be allocated to the new PLL Heritage With-Profits Fund, other than the assets of SLPF which are attributable to the rights, benefits and powers of SLPF under the reinsurance arrangement between SLAL and SLPF in respect of the policies reinsured and allocated to the SLAL Proprietary Business Fund, which will be allocated to the PLL Non Profit Fund.

6. Summary of the terms of the Scheme (continued)

Changes to how we manage our business

The Scheme describes how some aspects of our business will be managed. Areas in which the Scheme will change our past practices are set out below:

- **Capital policy**

As SLPF's business is reinsured to SLAL, security for SLPF customers is given by SLAL's financial strength. The Scheme will set out a Capital Policy which acts as an underpin to the amount of capital PLL will hold over that required by regulation. The Capital Policy will include three tests: a capital quantity test (relating to the amount of capital held to provide security), a capital quality test (relating to the amount of assets available to meet short-term outgoings) and a capital event test (relating to the protection of with-profits funds), sometimes called a 'capital event business requirement. PLL must hold at least enough additional capital to satisfy all of the tests.

This will strengthen the minimum capital requirements for PLL relative to those that currently apply to SLAL, PLL and PLAL, however in practice SLAL already calculates its additional capital holdings using all three tests, and PLL and PLAL already use capital quantity and quality tests.

The capital support arrangements for the Heritage With-Profits Fund will continue as before. There is also a new requirement for the Phoenix shareholder to provide support to the Heritage With-Profits Fund if its asset value is ever close to the regulatory minimum amount, provided that the shareholder has the assets to do so.

- **Certification requirements**

The current requirement for the SLAL Board to provide certificates to the PRA confirming compliance with 2006 Scheme's provisions on the Operation of Funds and Mortgage Endowment Promise is not included in the Scheme. This only affects the provision of certificates, work to demonstrate compliance with the relevant provisions will continue. Similarly, the requirement for annual certificates to be provided by the PLL Board, confirming whether the SPI With-Profits Fund has been operated in accordance with the terms of the Scheme governing that Fund, and by the PLAL Board, confirming whether the provisions of the Scheme governing the NPL With-Profits Fund have been complied with, are not included in the Scheme.

- **Heritage With-Profits Fund shareholder cashflows**

The 2006 Scheme regulates the way that the Heritage With-Profits Fund is managed. Amongst other things this includes regular transfers of certain profits from the Heritage With-Profits Fund to the SLAL Shareholder Fund. We intend to make a small change to how some parts of those payments are made during the year. This change is being made for practical reasons and will not materially change the amount paid from the Heritage With-Profits fund to the Shareholder Fund.

- **Possible future re-allocation of certain non-profit policies**

The Scheme allows PLL to reallocate non-profit policies in PLL's with-profits funds, including the Heritage With-Profits Fund and the UK Smooth Managed With-Profits Fund, to the PLL Non-Profit Fund as long as:

- doing so is not prohibited by the terms of the policy and has been approved by the With-Profits Committee, and
- the PLL Board determines a fair market value, to be transferred from the relevant with-profits fund to the Non-Profit Fund.

The protections of the 2006 Scheme relating to 'material transactions' in the Heritage With-Profits Fund are retained and will apply to any material reallocations of non-profits policies from that fund.

- **Unit-linked funds**

The Scheme allows, subject to certain customer protections, the division, merger or closure of PLL's unit-linked funds, along with their closure to new investment and the modification of their investment objectives to permit investment in reasonably similar assets. While the terms and conditions of newer policies generally allow such actions, they are covered by the Scheme because the terms and conditions of older policies do not always state whether they are allowed or not.

These changes will not be permitted where they are prohibited by policy terms and conditions and can only take place on terms that the PLL Board consider to be fair to, and in the interests of, the affected customers. Any customers invested in funds affected by such changes will be allowed to switch investment free of charge if they wish to do so. If a fund is closed customers will be given units of the same value in a substitute fund having a similar investment exposure where possible.

- **Unit matching**

Unit matching is a financial management approach that is used in relation to unit-linked business. It is commonly used in the insurance industry. The Scheme will enable PLL to use unit-matching for policies in the Heritage With-Profits Fund. This will have no impact on any Heritage With-Profits Fund customers.

Other Changes

The Scheme also includes some changes that do not directly affect SLPF customers and will have no impact on them. These are:

- Changes to the rules around the closure of PLL and PLAL's with-profits funds to ensure with-profits policies are treated in a way which is fair and in the best interest of customers. No changes are being made to the equivalent rules for SLAL with-profits customers.
- Minor changes to the description of new business which can be written in PLL and PLAL's with-profits funds.
- The PLL NPI With-Profits Fund will be closed. This will not affect any SLPF customers unless they have a policy allocated to that fund.

6. Summary of the terms of the Scheme (continued)

With-Profits Committee Terms of Reference

The updated With-Profits Committee Terms of Reference will combine and align the current terms of the PLL, PLAL and SLAL With-Profit Committees. The Scheme will amend the current requirement to refer changes to the PLL Terms of Reference to the regulators so that not all changes will need the regulators' approval. Any material changes to the Terms of Reference will require certification by the PLL Chief Actuary and With-Profits Actuaries that the proposed change does not have an adverse effect on the reasonable expectations of customers affected by the change.

Data protection

Following the Transfer, PLL will become the 'data controller' meaning that it will take over the rights and responsibilities in respect of personal data associated with the business of SLPF.

The privacy notice will be updated to reflect this change along with any applicable changes in relation to the Transfer from SLPF to PLL.

You can find out more about how Phoenix Group processes your data through its privacy notice at thephoenixgroup.com/site-services/privacy-hub/privacy-notice

The Changes to the Existing Schemes

Subject to the approval of the Court of Session, the Scheme will replace the 2006 Scheme and the 2011 Scheme. The 2019

Scheme will continue and, subject to the approval of the Court of Session, be amended to reflect the fact that PLL will take on the rights and obligations of SLAL. More information about the process for obtaining the Court of Session's approval can be found in **Sections 4 and 5** of this guide.

Costs

The costs and expenses of the Transfer will be met by Phoenix Shareholders' Fund. No costs will be passed on to customers.

Future changes to the Scheme

Following the Transfer, PLL is allowed to make amendments or additions to the Scheme if they follow a specific process when doing so. This process involves;

- making an application to the High Court,
- notifying the regulators,
- publicising the amendment if so directed by the High Court, and,
- obtaining a certificate from an independent expert, stating that in their opinion the proposed amendments will not materially adversely affect customer security or reasonable expectations.

The process described above does not have to be followed if only minor or technical amendments are being made, or if the relevant provision of the Scheme specifically permits an amendment without going through this process.



7. Summary of the Independent Expert's Report

This section contains a summary of the Independent Expert's report. The Independent Expert is approved by the PRA in consultation with the FCA to give an independent report on our proposals and the impact of the Transfer on our customers. He is also approved by the CBI to give an independent report on the impact of the Changes to the Existing Schemes so far as they apply to the 2019 Scheme.

The following is a summary of the report written by the Independent Expert, John Jenkins, who is a Principal (a senior qualified actuary) at Milliman LLP. He is independent of the companies involved in the Scheme and his appointment as the Independent Expert has been approved by the PRA, FCA and CBI in relation to the amendments to the 2019 Scheme. You can see the full version of the Independent Expert's report on our website, or you can get a paper copy by calling **0808 196 6804** or writing to us at the address given in **Section 10** of this guide.

As part of the process to appoint the Independent Expert we considered whether he held any policies with, or had previously done any work for, the companies involved in the Transfer. The Independent Expert holds two unit-linked pension policies provided by SLAL. Should the Transfer proceed these policies will be treated in exactly the same way as all other policies of the same type, in particular, like all other transferring policies, the Independent Expert's policies will have the same value after the Transfer as before. The Independent Expert has not carried out any work for the companies involved in the Transfer during the last seven years. We are confident that the Independent Expert's policies and previous work will not affect his judgement or his ability to act independently when considering the Transfer proposals.



The **Independent Expert** has prepared summaries for each company impacted by the Transfer to PLL. The following reports are available on our website:

- the full Independent Expert report
- the Independent Expert report summaries for customers of each SLAL, SLPF, PLAL and PLL.

To read these just visit [standardlife.co.uk/business-transfer](https://www.standardlife.co.uk/business-transfer)



Introduction

As set out in this guide, Phoenix Group proposes to carry out an insurance business transfer in order to combine four of its life insurance companies into one company (the one referred to as PLL) in order to simplify its corporate structure. This requires the approval or consent of the High Court (in England) and the Court of Session (in Scotland). I have been appointed by Phoenix Group as the Independent Expert under the relevant legislation to consider and report to the courts on this proposed transfer, and I have been approved to carry out this role by the PRA in consultation with the FCA.

I am a Fellow of the Institute and Faculty of Actuaries, and a Principal in Milliman LLP, part of Milliman Inc., which is a global consulting firm. I have over 35 years of experience in the UK life insurance industry and I have previously carried out the role of Independent Expert for transfers of life insurance business. My independence to carry out this role for this transfer has been set out separately within this guide.

I have produced a full and detailed report (my "Full Report"), which considers the effects of the transfer on all of the policyholders in all four companies and which sets out my conclusions, and includes my reliances and limitations in producing the report. My Full Report is available to all policyholders and to any interested party who wishes to see it, and can be viewed at standardlife.co.uk/businesstransfer. Alternatively, you can request a copy of my Full Report using the contact details set out within **Section 10** of this guide.

I have produced a number of summary reports, each tailored to specific groups of policyholders. This tailored summary report is for the policyholders of SLPF who collectively hold in-payment and deferred annuity policies which are not subject to any participation in profits. SLPF is a subsidiary company of SLAL.

The Chief Actuary of both SLAL and SLPF, and the Chief Actuary of PLL, have both produced reports on the proposed transfer. I have considered those reports, and I have consulted with these Chief Actuaries in the course of carrying out my work.

Set out below is a summary of my considerations and conclusions under the following headings:

- Summary of the Scheme.
- Determination of policy benefits and benefit expectations.
- Security of policy benefits.
- Other aspects, including standards of policy administration and service.

I will produce a Supplementary Report prior to the final court hearings. My Supplementary Report will provide updates as necessary to my analyses and considerations, and will comment on any queries, issues or objections arising from any

of the policyholders involved or from other interested parties. My Supplementary Report will also provide any applicable updates to the conclusions reached in my Full Report.

Summary of the Scheme

The Scheme is the legal document which gives effect to the transfer. It essentially provides for all the assets, liabilities and policies of SLPF (and two other Phoenix Group companies, one of which is SLPF's parent company SLAL) to be transferred to PLL.

The Scheme replaces a number of previous schemes and also incorporates a number of practical updates to the previous schemes to which I refer as necessary below. The Scheme makes no change to any policy terms and conditions. All of the costs of carrying out the Scheme will be borne by the Phoenix Group shareholders, and no such costs will be borne either directly or indirectly by any policyholders.

Determination of policy benefits and benefit expectations

For the SLPF in-payment and deferred annuity policyholders, benefits are fixed or linked to an inflation index, and there will be no change to such benefits.

The liabilities of some of the SLPF policies are currently fully reinsured to a with-profits fund within SLAL. The Scheme will transfer these policies into the replacement with-profits fund within PLL, but this will have no effect on the determination of the benefits under these policies, and such benefits will continue to be fixed or linked to an inflation index.

Hence, for all SLPF policyholders, I conclude that the Scheme will have no effect on the determination of policyholder benefits or on expectations in respect of policyholder benefits.

7. Summary of the Independent Expert's Report

(April 2023)

Security of policy benefits

The security of policy benefits is provided through the following:

- The reserves and capital which the PRA requires all life companies to hold to meet expected outcomes and to cover adverse circumstances and events in relation to the risks to which the company is exposed.
- The additional capital, over and above the PRA's requirements, which a particular life company elects to hold. This is often referred to as the capital buffer or the capital policy requirement.
- The governance processes which a life company uses to run its business and to manage the risks to which it is exposed.

I consider each of these aspects below.

Regulatory capital requirements

The normal UK regulatory capital requirements will apply to the enlarged PLL following the implementation of the Scheme. These regulatory capital requirements are intended to ensure that a life company can withstand adverse circumstances and events equivalent to a 1-in-200 year event. There will be material capital efficiency benefits arising from combining the four life companies into one, and I have thus reviewed this aspect carefully.

Capital policy

Due to the nature of SLPF as a subsidiary of SLAL, the current capital policy of SLAL effectively applies also to SLPF. Currently both SLAL (including SLPF) and PLL adopt essentially the same capital policy. In particular, a capital buffer is held sufficient to enable SLAL (including SLPF) and PLL to meet their regulatory capital requirements (including the 1-in-200 year event requirement) following a 1-in-10 year adverse event. This same level of capital buffer (i.e. ability to meet regulatory capital requirements following a 1-in-10 year adverse event) will apply to the enlarged PLL following the implementation of the Scheme. PLL is required by the Scheme to adopt and comply with this capital policy, including the 1-in-10 year level of capital buffer and other aspects contained within the Scheme. My Full Report contains analyses which show that the enlarged PLL would have been able as at 31 December 2022 to meet its capital policy had the Scheme been effective at that date.

Currently, all SLAL policyholders benefit from certain additional capital protections, which derive from the demutualisation of Standard Life in 2006. These additional capital protections are incorporated into the PLL capital policy within the Scheme, and will benefit all policyholders (including former SLPF policyholders) in the enlarged PLL following the implementation of the Scheme.

Governance processes

Although SLPF has its own separate Board of Directors, as a subsidiary of SLAL, SLPF policyholders currently benefit from the wider governance processes of SLAL. These governance processes are used to consider, manage, and limit risk, and are already harmonised in all material respects as between SLAL and PLL. There will thus be no material change in these aspects as a result of the Scheme.

Summary in relation to the security of policy benefits

Taking all of the above aspects into consideration, I conclude that for all SLPF policyholders the Scheme will have no material adverse effect on their security of benefits.

Other aspects (including standards of policy administration and service)

In addition to the key aspects of policy benefits and the security of policy benefits, I have considered a number of further aspects, including the possible effects of the Scheme on standards of policy administration and service, the ability of SLAL/SLPF and PLL to implement the transfer in practical terms and to deal with queries arising from policyholders, and the availability of protections such as the UK Financial Services Compensation Scheme. I am satisfied that the Scheme will have no material adverse effect on SLPF policyholders in these areas.

Overall Conclusion

Taking all of the above considerations into account, I conclude that the Scheme will have no material adverse effects on any of the SLPF policyholders.

My other summary reports contain this same conclusion in respect of the other groups of policyholders to whom each summary report is applicable.

I have provided all the relevant Independent Expert certificates to allow the Scheme to replace the previous schemes.



John A Jenkins

Fellow of the Institute and Faculty of Actuaries
Principal and Consulting Actuary, Milliman LLP

April 2023

8. Notice of Application to the High Court

IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY
COURTS OF ENGLAND AND WALES COMPANIES LIST (ChD)

CR–2022–000458

IN THE MATTER OF PHOENIX LIFE ASSURANCE LIMITED, AND
IN THE MATTER OF STANDARD LIFE ASSURANCE LIMITED, AND
IN THE MATTER OF STANDARD LIFE PENSION FUNDS LIMITED, AND
IN THE MATTER OF PHOENIX LIFE LIMITED, AND
IN THE MATTER OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

Notice is hereby given that on 26 April 2023:

Phoenix Life Assurance Limited (“**PLAL**”), Standard Life Assurance Limited (“**SLAL**”) and Standard Life Pension Funds Limited (“**SLPF**”) and together with PLAL and SLAL, the “**Transferors**”) and Phoenix Life Limited (“**Phoenix**”) made an application (the “**Application**”) to the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies Court in London (the “**High Court**”) pursuant to section 107(1) of the Financial Services and Markets Act 2000 (as amended) (“**FSMA**”) for an order (the “**Order**”) under section 111 of FSMA sanctioning an insurance business transfer scheme for the transfer to Phoenix of the insurance business written by the Transferors and related assets and liabilities (the “**Transferring Business**”) in accordance with the Order and without any further act or instrument (the “**Scheme**”).

Previous company names and brands associated with policies in PLAL and Phoenix are as follows:

PLAL: London Life, NPI, National Provident Institution, National Provident Life, Pearl and Pearl Assurance; and

Phoenix: Abbey Life, Ambassador Life, Britannic Assurance, Hill Samuel and SunLife.

Details of the companies and brands which are associated with policies now in PLAL and Phoenix are available at www.phoenixlife.co.uk/about-phoenix-life/our-history

In relation to SLAL, the only brand associated with the majority of policies in SLAL is the Standard Life brand.

The following documents are available free of charge by contacting the Transferors or Phoenix using the contact details at the end of this notice:

- a copy of a report on the terms of the Scheme prepared in accordance with section 109 of FSMA (the “**IE Report**”), by the Independent Expert, John Jenkins whose appointment has been approved by the Prudential Regulation Authority, in consultation with the Financial Conduct Authority;
- a copy of the Scheme;
- copies of the reports prepared by the Chief Actuaries of Phoenix, PLAL, SLAL and SLPF;
- copies of the reports prepared by the With-Profits Actuaries of Phoenix, PLAL and SLAL; and
- a copy of the communications that will be mailed to the transferring policyholders (which includes a summary of the terms of the Scheme and a summary of the IE Report).

The above documents can also be downloaded from the Transferors’ and Phoenix’s respective websites:

- in relation to Phoenix and PLAL policies: www.phoenixlife.co.uk/transfer23 and
- in relation to SLAL and SLPF policies: www.standardlife.co.uk/businesstransfer

Supporting documents and any further news about the Scheme will be posted on the websites indicated above.

The Application is due to be heard on 5 and 6 October 2023 by a Judge of the Chancery Division of the High Court at the Rolls Building, Fetter Lane, London EC4A 1NL. If these dates change, a notice will be placed on the Transferors’ and Phoenix’s websites.

Phoenix will also make applications under section 112(1)(d) of FSMA for orders of the High Court:

- approving a proposed amendment and abrogation of an insurance business transfer scheme between Scottish Mutual Assurance Limited and Scottish Provident Limited as transferors and Phoenix as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 3 February 2009 and became effective on 1 January 2009;
- approving a proposed amendment and abrogation of an insurance business transfer scheme between Phoenix & London Assurance Limited as transferor and Phoenix as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 11 Feb 2011 and became effective on 1 January 2011;
- approving a proposed amendment and abrogation of an insurance business transfer scheme between National Provident Life Limited and NPI Limited as transferors and Phoenix as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 28 March 2012 and became effective on 1 January 2012;
- approving a proposed amendment and abrogation of an insurance business transfer scheme between AXA Wealth Limited as transferor and Phoenix as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 21 November 2017 and became effective on 30 September 2017, and
- approving a proposed amendment and abrogation of an insurance business transfer scheme between Abbey Life Assurance Company Limited as transferor and Phoenix as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 19 December 2018 and became effective on 31 December 2018.

8. Notice of Application to the High Court (continued)

PLAL will also make applications under section 112(1)(d) of FSMA for orders of the High Court:

- approving a proposed amendment and abrogation of an insurance business transfer scheme between London Life Limited as transferor and PLAL as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 24 September 2012 and became effective on 1 July 2012; and
- approving a proposed amendment and abrogation of an insurance business transfer scheme between National Provident Life Limited as transferor and PLAL as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the High Court on 1 May 2015 and became effective on 1 January 2015.

SLAL will also make applications under section 112(1)(d) of FSMA for orders of the Court of Session in Edinburgh (the “**Court of Session**”):

- consenting to a proposed variation to, and releasing SLAL from its obligations under, an insurance business transfer scheme between The Standard Life Assurance Company as transferor and SLAL as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the Court of Session on 9 June 2006 and became effective on 10 July 2006; and
- consenting to a proposed variation to, and releasing SLAL from its obligations under, an insurance business transfer scheme between Standard Life Investment Funds Limited as transferor and SLAL as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the Court of Session on 20 December 2011 and became effective on 31 December 2011, (together, the “**SLAL Consents**”).

SLAL and Standard Life International Designated Activity Company will also make an application under section 112(1)(d) of FSMA for an order of the Court of Session approving a proposed variation to an insurance business transfer scheme between SLAL as transferor and Standard Life International DAC as transferee under Part VII and Schedule 12 of FSMA, which was sanctioned by the Court of Session on 19 March 2019 and became effective on 29 March 2019 (the “**SLAL/SL Intl Approval**” and, together with the SLAL Consents, the “**Court of Session Consent**”).

Both the approval of the High Court and the Court of Session Consent are needed before the proposed transfer proceeds.

If the High Court approves the proposals and the Court of Session Consent is obtained, the Scheme will become operative at 23.59 on 27 October 2023. If this date changes, a notice will be placed on the Transferors’ and Phoenix’s websites.

Any person who considers that they may be adversely affected by the carrying out of the transfer under the Scheme has a right to attend the hearing and express their views either in person or by nominating a representative. To the extent any such representative is not a barrister or solicitor advocate, the permission of the High Court will be required for them to speak on your behalf.

Any person who considers that they may be adversely affected by the Scheme but does not intend to attend the hearing may make representations about the Scheme by (a) telephone, (b) via an online form which can be found via the

website detailed above, or (c) in writing to the Transferors at the addresses set out below or (d) in writing to the solicitors named below, using the contact details set out below.

Any person who intends to appear at the hearing or make representations by telephone or in writing is requested (but is not obliged) to notify his or her objections as soon as possible and preferably by 8 September 2023 to the Transferors or to the solicitors named below using the contact details set out below.

All objections relating to the Scheme will be shared with the High Court of England and Wales.

If the Scheme is sanctioned by the High Court and the Court of Session Consent is obtained, it will result in the transfer to Phoenix of all the contracts, property, assets, and liabilities relating to the Transferring Business (in accordance with the Scheme); notwithstanding that a person would otherwise be entitled to terminate, modify, acquire, or claim an interest or right or to treat an interest or right as terminated or modified in respect thereof. Any such right will only be enforceable to the extent reflected in the Order of the High Court.

If you have recently moved or changed your contact details: please contact the Transferors using the contact details below in order to update your records and, if your policy is part of the Transferring Business, to receive information regarding the transfer.

Transferor and Phoenix contact information:

(i) Phoenix and PLAL

Helpline number: **0800 856 4488**

Helpline number (from overseas): **+44 (0)1733 793 287**

Postal address:

Phoenix Transfer Team,
PO Box 79408,
London
N17 1HQ

The Phoenix and PLAL helplines will be open from 8.30am to 5.30pm (UK time), Monday to Friday (excluding UK bank holidays).

(ii) Standard Life (SLAL and SLPF)

Helpline number: **0808 196 6804**

Helpline number (from overseas): **+44 (0)1234 298 298**

Postal address:

Standard Life Transfer Team,
PO Box 79408,
London
N17 1HQ

The Standard Life helplines will be open from 9am to 5pm (UK time), Monday to Friday (excluding UK bank holidays).

Solicitors for the Transferors and Phoenix:

Linklaters LLP

Postal address:

One Silk Street,
London
EC2Y 8HQ

Please quote reference number L-296640 on any correspondence to Linklaters LLP.

8. Notice of Applications to the Court of Session

STANDARD LIFE ASSURANCE LIMITED, AND STANDARD LIFE INTERNATIONAL DESIGNATED ACTIVITY COMPANY

Notice is hereby given that on 21 April 2023:

(i) an application was presented to the Court of Session in Scotland (the “**Court**”) by Standard Life Assurance Limited (“**SLAL**”) which is registered in Scotland under number SC286833 and has its registered office at Standard Life House, 30 Lothian Road, Edinburgh EH1 2DH, under section 112(1)(d) of the Financial Services and Markets Act 2000 (the “**Act**”), seeking an order (a) giving the consent of the Court to proposed variations (the “**Proposed Demutualisation Scheme Variation**”) of the insurance business transfer scheme (the “**Demutualisation Scheme**”) which was under Part VII of, and Schedule 12 to, the Act, was sanctioned by the Court on 9 June 2006 and became effective on 10 July 2006, and (b) releasing SLAL from its obligations under the Demutualisation Scheme. Under the Demutualisation Scheme substantially all of the long term business of The Standard Life Assurance Company, a mutual insurance company incorporated by private Act of Parliament, was transferred to **SLAL**; and

(ii) an application was presented to the Court by **SLAL**, also under section 112(1)(d) of the Act, seeking an order (a) giving the consent of the Court to proposed variations (the “**Proposed SLAL 2011 Scheme Variation**”) of the insurance business transfer scheme (the “**2011 Scheme**”) which was also under Part VII of, and Schedule 12 to, the Act, was sanctioned by the Court on 20 December 2011 and became effective on 31 December 2011, and (b) releasing SLAL from its obligations under the 2011 Scheme. Under the 2011 Scheme all of the long term business of Standard Life Investment Funds Limited was transferred to **SLAL**; and

(iii) an application was presented to the Court, also under section 112(1)(d) of the Act, by **SLAL** and Standard Life International Designated Activity Company (“**SL Intl**”), which is incorporated in the Republic of Ireland under number 408507 and has its registered office at 90 St Stephen’s Green, Dublin 2, seeking an order giving the approval of the Court to proposed variations (the “**Proposed SLAL Brexit Scheme Variation**”) of the insurance business transfer scheme (the “**SLAL Brexit Scheme**”) which was also under Part VII of, and Schedule 12 to, the Act, was sanctioned by the Court on 19 March 2019 and became effective on 29 March 2019. Under the SLAL Brexit Scheme the Euro-denominated long term business, which was carried out by SLAL in Austria, Germany and the Republic of Ireland was transferred to SL Intl.

The Proposed Demutualisation Scheme Variation, the Proposed SLAL 2011 Scheme Variation and the Proposed SLAL Brexit Scheme Variation (together the “**Proposed Variations**”) are proposed to be made in order to enable a proposed insurance business transfer scheme (the “**Phoenix Scheme**”) to proceed.

The Phoenix Scheme is, under Part VII of, and Schedule 12 to, the Act, to transfer the long term business of SLAL (among others) to Phoenix Life Limited (which is a member of the same Phoenix Group of companies as SLAL and SL Intl).

An application to sanction the Phoenix Scheme has been presented to the High Court of Justice, Strand, London WC2 2LL. That application for sanction is expected to be heard on 5 and 6 October 2023.

A copy of each of the above applications, along with other documents relating to the Proposed Variations and the Phoenix Scheme, may be obtained by any person, free of charge, on SLAL’s website at www.standardlife.co.uk/businesstransfer and SL Intl’s website for SL Intl policyholders in Ireland at www.standardlife.ie/ukbusinesstransfer and in Germany at www.standardlife.de/ukbusinesstransfer and in Austria at www.standardlife.at/ukbusinesstransfer. A free copy can also be obtained by calling any of the telephone numbers listed at the end of this notice on any weekday between 9am and 5pm or by writing to any of the addresses listed at the end of this notice until the date on which the Court determines the applications in respect of the Proposed Variations and in the case of the Phoenix Scheme the High Court determines the application for sanction of the Phoenix Scheme. Those dates are expected to be in early October 2023.

This notice is published in accordance with an order which the Court made on 25 April 2023, in each of the three applications in respect of the Proposed Variations. Also in accordance with those orders, this notice will also be published as follows: (i), in the United Kingdom, in The Edinburgh Gazette, The London Gazette and The Belfast Gazette and in The Scotsman, The Daily Record, The Times and The Daily Telegraph; (ii), in the Republic of Ireland, in the Iris Oifigiuil and The Irish Times and The Irish Independent; (iii), in Germany, in Handelsblatt and Süddeutsche Zeitung; and (iv), in Austria, in Die Presse and Der Standard.

Any person who believes that they would be adversely affected by any of the Proposed Variations has the right to lodge written Answers (formal written objections) in respect of that application with the Court at the above address within 42 days of the publication of the last of those notices, which is expected to occur by July 2023. Any such person may wish to seek independent legal advice.

In accordance with its present practice, the Court will consider any other objections to any of the Proposed Variations, which are made to it in writing, or in person at the hearing for approval of the Proposed Variations. It would be helpful if any person wishing to object in person to any of the Proposed Variations would give not less than five working days written notice of the reasons for that objection to Burness Paull LLP, at the address, and quoting the reference, mentioned below.

In connection with the SLAL Brexit Scheme, SL Intl granted three deed polls (together the “**Deeds Poll**”), each of which was governed by Irish law and contained undertakings in favour of a category of policyholders of SLAL who are now policyholders of SL Intl.

8. Notice of Applications to the Court of Session (continued)

In connection with the Proposed SLAL Brexit Scheme Variation and the Phoenix Scheme, SL intl proposes to amend each of the Deeds Poll, in accordance with its terms. As required by those terms, a separate, composite notice of the proposed amendments to each of the Deeds Poll is expected to be published in the Iris Oifigiúil in the Republic of Ireland, Frankfurter Allgemeine Zeitung in Germany, and Amtsblatt Zur Wiener Zeitung in Austria on or about 12 June 2023.

Burness Paul LLP

50 Lothian Road,
Festival Square,
Edinburgh
EH3 9WJ

(Reference: PM/STA/3038/00011)

SLAL, SL Intl and Phoenix Life Limited contact information:

(i) SLAL

Helpline number: **0808 196 6804**

Helpline number (from overseas): **+44 (0)1234 298 298**

Postal address:

Standard Life Transfer Team,
PO Box 79408,
London
N17 1HQ

(ii) SL Intl

Helpline number (from Ireland): **(01) 639 7000**

Postal address for Ireland:

90 St Stephen's Green,
Dublin
D02 F653

Helpline number (for Germany or Austria): **+49 69 665722271**

Postal address for Germany or Austria:

Standard Life Versicherung
Zweigniederlassung Deutschland der Standard Life
International DAC
Lyoner Straße 9
60528 Frankfurt am Main

(iii) Phoenix Life Limited

Helpline number: **0800 856 4488**

Helpline number (from overseas): **+44 (0)1733 793 287**

Postal address:

Phoenix Transfer Team,
PO Box 79408,
London
N17 1HQ

The above helplines will be open from 9am to 5pm (UK time), Monday to Friday (excluding UK bank holidays).

9. Your questions answered

We want to make sure you have answers to any questions you might have about the Transfer and the Changes to the Existing Schemes. In this section we share the answers to the questions we think our customers are most likely to ask. If the answer to your question is not here, then get in touch with us and we'll be happy to talk.

See **Section 10** of this guide for all the ways you can get in touch.

About Standard Life and the Transfer

1. What is the proposal?

Standard Life Pension Funds Limited (SLPF) and Standard Life Assurance Limited (SLAL) have been part of Phoenix Group, the UK's largest long-term savings and retirement business, since 2018. We're proposing to transfer the business of both companies to Phoenix Life Limited (PLL). The Transfer will mean that PLL will be responsible for your policy going forward.

The Transfer won't change the Standard Life brand you know us for or the arrangements for servicing your policy.

At the same time, Phoenix Life Assurance Limited (PLAL), who are also part of Phoenix Group, plan to transfer their business to PLL.

If the Courts approve our proposals, we expect the Transfer to take place on 27 October 2023. We explain more about the Court processes in **Sections 4 and 5**.

2. Why are you doing this?

Phoenix Group is committed to being a strong and sustainable business over the long term, to meet the needs of its customers and stakeholders. Simplifying the Phoenix Group's structure will result in greater operational efficiency and reductions in expenses, through more efficient financial reporting, governance and administration. It will also enable more efficient management of the capital within Phoenix Group's life companies.

3. What will this mean for the Standard Life brand?

There will be no change to the Standard Life name or Standard Life brand. You will continue to see it being used and you may have already spotted our television adverts. You'll continue to see the same brand and can expect the same experience from the same people. Standard Life is an important brand for Phoenix Group.

Your Policy

1. Which policies will be transferred?

Our proposal is to transfer all SLPF policies to PLL. We'll do this at the same time as transferring all SLAL policies and plans. If our proposals are approved by the Courts, we plan for the Transfer to take effect on 27 October 2023.

2. What will change and what will stay the same?

The main purpose of the Transfer is to bring together the businesses of PLL, SLAL, SLPF and PLAL, which are all insurance companies in Phoenix Group. The Scheme will make some changes and these are explained in **Section 6** of this guide. It will not make any major changes to how we manage these businesses or your Policy.

3. Will there be any tax status changes?

The UK tax status of your Policy will stay the same. If you are resident for tax purposes outside of the UK, you may wish to take advice to confirm your tax position is not affected.

4. Will the Transfer affect the payments I receive?

The Transfer will not affect the payments you receive, but after the Transfer they will be provided by PLL, under the name of Standard Life.

5. Why do I have more than one letter about this Transfer?

We are writing to all our customers to let them know about our proposals and have tailored our communications to provide detail relevant to certain types of products. We have done our best to reduce the number of multiple versions customers receive, but some customers may receive more than one letter, particularly if you have more than one Policy. Each letter provides specific information so please read each one carefully.

Likewise, Standard Life customers may also have a policy with another company in the Phoenix Group. If so, you will get a separate letter from that company in relation to that policy.

6. I have a financial adviser – have you sent information to them?

Yes, we have contacted all financial advisers to let them know about our proposals. Your financial adviser has access to all of the same information we have shared with our customers. It's important that they stay informed so they can continue to support you.

7. I have a question or complaint about my product – what do I do?

If you have an adviser you may want to discuss this with them in the first instance. Alternatively you can contact Standard Life using our contact details in **Section 10** of this guide.

8. I have an annuity, will my payment be affected?

There will be no change to your annuity payments as a result of the transfer. You'll continue to receive the same amount in the same way as you do now.

9. Will my Policy continue to be protected by the Financial Services Compensation Scheme (FSCS) after it is transferred?

There is no change to your access to Financial Services Compensation Scheme (FSCS) protection as a result of the transfer.

9. Questions & Answers (continued)

More about PhoenixGroup

1. Who is Phoenix Group?

Phoenix Group is the UK's largest long-term savings and retirement business. The Group is home to a number of market leading brands, one of which is Standard Life. Other pensions, savings and life insurance brands in the group include Sun Life, ReAssure and Phoenix Life.



c.12 million customers



c.£259bn assets under administration



Over 240 years experience

2. How long has Standard Life been part of Phoenix Group?

SLPF and SLAL were acquired by Phoenix Group in 2018. Both continue to operate as a successful business using the well-known Standard Life brand.

3. Why didn't I know Standard Life was owned by Phoenix Group?

As the legal entities and products of both SLPF and SLAL remained unchanged, there was no direct change or impact for our customers. Given the minimal changes following Standard Life becoming part of Phoenix Group, we did not carry out a mailing exercise like this one, however we kept our website up to date with information about what was happening.

You can read more about this at [standardlife.co.uk](https://www.standardlife.co.uk)

About the process

1. How are my interests being protected?

Our customers are protected by a rigorous legal process which includes consultation with the regulators, the PRA, FCA and CBI, the appointment of an Independent Expert who has prepared a report on the Scheme and the Changes to the Existing Schemes which is in **Section 7** of the guide and the approval of the Scheme by the High Court and of the Changes to the Existing Schemes by the Court of Session.

2. Why are the courts involved?

The Transfer requires the approval of the High Court under UK law. The High Court needs to be satisfied that the process for the approval of the Scheme meets all the necessary legal requirements and that our customers are treated fairly.

The Transfer also requires the Court of Session's approval of the Changes to the Existing Schemes. They are to

- replace the 2006 Scheme and the 2011 Scheme, and
- amend the terms of the 2019 Scheme which will continue to be in place following the Transfer.

This means, the Scheme will not go ahead unless the Court of Session gives its approval to the replacement of the 2006 Scheme and the 2011 Scheme and the amendment of the 2019 Scheme.

We explain more about this in **Sections 4 and 5** of this guide.

3. Who is the Independent Expert and what is their role?

The Independent Expert, John Jenkins, has been approved by our regulators to give an independent report on our proposals and the impact of the Transfer on our customers.

You can read a summary of the Independent Expert's report in **Section 7** of this guide.

4. Can I choose not to transfer?

The legal process we follow does not allow for individual customers to opt out of the Transfer. However, as explained in **Section 4** "the Process we're following", you are protected by a rigorous legal process, which includes an Independent Expert review, consultation with our regulators, and asking the Courts for approval prior to transferring any business.

5. What happens if the Courts don't give their approval?

We'll only go ahead with the Transfer if we receive approval from the High Court and the approval of the Court of Session. If either Court does not do so the Transfer won't go ahead.

9. Questions & Answers (continued)

About the process (continued)

6. What if I wish to object to this Transfer?

You have the right to object to the Scheme in the High Court. The High Court will take all objections into consideration when reaching its decision. The High Court hearing is expected to take place on 5 October 2023.

Another Phoenix group company, Standard Life Assurance Limited (also proposing to transfer its business to PLL), is party to three previous transfer schemes approved by the Court of Session in Edinburgh. We've applied to the Court of Session for approval to replace two of those schemes and vary the other scheme. **Section 4** of this guide has more detail on these previous schemes.

The transfer to PLL will not go ahead unless the Court of Session gives its approval. Although your policy was not transferred or directly affected by these previous transfer schemes, the Court of Session may consider any objection made by you.

Any objection the Court of Session wishes to consider will be raised at the hearing for its approval to the Changes to the Existing Schemes which is expected to take place on 3 October 2023. **Section 5** of this guide explains more about objections.

Any objections will be provided to both the High Court and the Court of Session. Please let us know about any concerns or objections you would like to raise as soon as possible, ideally before 8 September 2023.

7. When will my Policy transfer?

Subject to the Courts' approval, we expect the Transfer to take place on 27 October 2023. This date could change. We will keep our website up to date with the latest information and where we are in the process.

8. Will the Transfer mean changes to my documents?

After the Transfer date, 27 October 2023, references to "Standard Life Pension Funds Limited" will change to show that Phoenix Life Limited is the provider of your plan or policy. However, we will not issue new policy terms and conditions because other than the change of provider your terms and conditions are not changing.

9. I have questions about the process – what should I do?

If you have any questions or if we can help you consider any concerns you have about this Transfer or the Changes to the Existing Schemes, please get in touch by using the **Contact us** details in **Section 10** on the next page of this guide.



10. Contact us

If you have an adviser you may want to talk to them. If you don't have an adviser and/or you have more questions, or would like paper copies of documents, please get in touch with us.

If you have a question about the Transfer



Online

You can complete the online form at standardlife.co.uk/businesstransfer

We'll keep our website updated and you can access information, download documents, visit Frequently Asked Questions and more at standardlife.co.uk/businesstransfer



Freephone

If you would like to ask us a question about the Transfer or the Changes to the Existing Schemes, you can call our dedicated freephone helpline on the number below.

Please have a note of your Unique Reference Number which is at the top of your letter, and quote the reference code **FM23**.

All lines are open **9am to 5pm** (UK time) Monday to Friday, excluding bank holidays.

UK: 0808 196 6804

Outside of UK: +44 (0) 1234 298 298 there will be a charge for this number.



Write to us

If you write to us about the transfer, please include your Unique Reference Number which is at the top of your letter and the reference code FM23. You can send your letter to:

Standard Life Transfer Team
PO Box 79408
London
N17 1HQ

If you have a question about your Policy

You can get in touch in the usual way if you want any information about your Policy or if you need to let us know about any changes.



Online

Go to standardlife.co.uk



Call us

UK: 0800 027 467 (freephone)

Outside of UK: +44 (0) 131 246 1846

(call charges to this number will vary)

Please have your Policy number available when you call. You will find this on your annual statement or Policy documents.

Our customer call centres are entirely based in the UK. Our opening hours are **9am to 5pm** (UK time) Monday to Friday.



Write to us

Customer Centre
Standard Life House
30 Lothian Road, Edinburgh
EH1 2DH
United Kingdom



Standard Life is part of Phoenix Group, the UK's largest long-term savings and retirement business.

standardlife.co.uk

If you would like this information in large print, Braille or audio please call us on freephone **0808 196 6804** or **+44 (0) 1234 298 298** if you live outside the UK. Note that calls to this number will be charged.

For FAQs and resources to help you find cost of living and wellbeing support, go to **standardlife.co.uk/help** or scan our QR code below.



Standard Life Pension Funds Limited is registered in Scotland (SC046447) at Standard Life House, 30 Lothian Road, Edinburgh, EH1 2DH. Standard Life Pension Funds Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

standardlife.co.uk

P7T23-G-SLPF 0523 © 2023 Standard Life. All rights reserved.
CSA2503