

Transfer guide

Proposal to transfer all Standard Life Assurance Limited business to Phoenix Life Limited

This guide is for Trustee Investment Plans

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 Trustee Investment Plan (or "TIP") provided by Standard Life Assurance Limited, which is administered and distributed by abrln.
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. **abrln:** abrln plc and each of its companies. abrln provide the day to day management and servicing of your Policy.
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/businesstransfer

If you have any questions about our proposals, contact the dedicated Global Client Servicing team. You can do this by sending an email to globalclientservicing@abrln.com

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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

Our proposals

We're writing to you because you have a Trustee Investment Plan (TIP). Your TIP ('Policy') is provided by Standard Life Assurance Limited (SLAL) which has been part of Phoenix Group since 2018.

We're proposing to transfer all SLAL business, including your Policy to Phoenix Life Limited (PLL), another Phoenix Group company.

abrdn currently provide all of the day to day management and servicing of your Policy. The transfer of your Policy from SLAL to PLL will not impact this day to day management or your service arrangements.

You'll keep the same benefits

The Transfer will not change any Policy values, charges or benefits. It will also not change the investment choices that you have access to. You should see very little change to the way your Policy works.

You will still receive the same experience

Your money and investments will still be managed in the same way. The same teams will continue to communicate with you and provide support. There will be no change in service levels and 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, the UK's largest long-term savings and retirement business. We now plan to transfer all SLAL 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 two of its other companies, Standard Life Pension Funds Limited (SLPF) and Phoenix Life Assurance Limited (PLAL), to Phoenix 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 (in place of SLAL) 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.

Future plans

It is proposed, at a future date, to transfer the Trustee Investment Plan to an insurer in the abrdn group. Such a transfer would take place after the date of the transfer to PLL and be subject to a separate process. When this time comes, we will write to customers to explain more.

2. Who this guide is for

This guide is aimed at customers who have a Trustee Investment Plan.

Separate guides have been created for SLAL customers with other 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 SLAL 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.

The Transfer will not change the service arrangements with abrdn or the day to day management of your Policy.

What stays the same?

You can expect the same experience, including:

Your Policy benefits

You can continue to enjoy the same benefits as you do now. Fund values, benefits payable, any guarantees and charge levels will not be changed by the Transfer.

Your investments

Your investment choices and the management of these investments will not be changed by the Transfer.

Day-to-day management

Your Policy number, terms and conditions, and any payments from us won't change.

The same service

Your Policy will continue to be administered by abrdn and you will speak to the same teams as you do now.

Getting in touch

You can continue to contact us in the same way.

Changes you can expect

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

Policy transfer

Your Policy will move from SLAL to PLL and PLL will be responsible for your Policy (in place of SLAL) going forward.

Being a customer of a bigger company

PLL will be a much bigger company than SLAL, 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.

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

• The Board

The SLAL Board looks after its customers' interests and manages SLAL's business, which includes the Trustee Investment Plan. 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 enough 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 extra 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.



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

3. What this means for you (continued)

What the Transfer means for unit-linked investments

Most TIP policies are invested in unit-linked funds provided by SLAL. If your Policy is invested in a unit-linked fund, your Policy will continue to operate as before. The Transfer will not change how your Policy is invested or who manages your funds. Your investments will be moved to new unit-linked funds in PLL corresponding to your unit-linked fund choices at the time of the Transfer. These new funds will have the same assets and charges and will be priced on the same basis as the SLAL funds immediately prior to the Transfer. The Transfer will not change the number of units allocated to your Policy, or the value of those units. SLAL's arrangements with external unit-linked fund providers will also transfer from SLAL to PLL.

What the transfer means for with-profits policies

A small number of TIP policies are invested in a with-profits fund. If your Policy is invested in with-profits, your covering letter will have highlighted this to you.

We will create new versions of SLAL's with-profits funds in PLL and move everything from our current with-profits funds into the new PLL equivalent funds. If your Policy is invested in a with-profits fund, this will be allocated to the newly created with-profits fund in PLL which replaces the SLAL with-profits fund that your Policy is currently in. All TIP policies that have with-profits investments are invested in the Heritage With-Profits Fund.

The newly created with-profits funds in PLL will be the same as the SLAL with-profits funds that they replace. There will be no change to the value of your benefits or the way your bonuses are calculated and applied to your Policy as a result of the Transfer. The Transfer will not affect any guarantees that you have on your Policy, the way your with-profits fund is invested or the financial strength of your with-profits fund.

Principles and Practices of Financial Management changes

SLAL's Heritage With-Profits Fund is managed in accordance with Principles and Practices of Financial Management (PPFM) that can be found on our website. The PPFM describes in detail how the Heritage With-Profits Fund is managed and how bonuses are determined. We will keep our website up to date with the latest version of this document at [standardlife.co.uk](https://www.standardlife.co.uk)

If you have a with-profits Policy we have explained the changes to the PPFM in your letter. The updated PPFM will apply from the date of the Transfer, and you can find a copy of the draft updated PPFM for the Heritage With-Profits Fund on our website at [standardlife.co.uk/businesstransfer](https://www.standardlife.co.uk/businesstransfer)

Heritage With-Profits Fund status change

We are also planning to make a change to designate the Heritage With-Profits Fund as 'closed' to new business, rather than 'open' to new business, for the purpose of the Financial Conduct Authority (FCA) Conduct of Business rules. This change, which will not affect how much with-profits policies are worth or what they will pay out in the future, is explained in **Appendix 1**. It is not part of the Scheme and will take place around the time of the proposed Transfer whether the Scheme goes ahead or not.

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 SLAL customers; the reasonable expectations of SLAL customers with respect to their benefits; or the standards of administration, service, management and governance applicable to the SLAL 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 and With-Profits Actuary reports

SLAL's Chief Actuary and With-Profits Actuary have both also produced reports giving their opinions on the Transfer.

The Chief Actuary's report concludes that there are no material adverse effects on any group of SLAL's policyholders. The With-Profits Actuary's report considers only with-profits customers and concludes that there are no material adverse effects on them.

Both of these reports are 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 submit a question via our website. Visit standardlife.co.uk/businesstransfer

You can also get in touch with the Global Client Servicing Team by sending them an email to globalclientservicing@abrdn.com

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

Approval from the High Court

As part of the Transfer process SLAL 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. SLPF 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 the replacement of 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 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** 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) which 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.

Anyone who considers that they would be adversely affected by the Changes to the Existing Schemes is entitled to be heard by the Court of Session, as are the PRA and the FCA and (in the case of the changes to the 2019 Scheme) the CBI. The Court of Session's procedure is described in **Section 5**.

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/businesstransfer

Transfer to PLL

The Transfer will only go ahead if the High Court approves the Scheme 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.

Guernsey and Jersey customers

For any policyholders who are resident in Guernsey or have a policy forming part of the business carried on in or from within Jersey, separate schemes in Guernsey or Jersey are proposed to effect the transfer of their policy. It is necessary to obtain approval for these Guernsey and Jersey schemes from the Royal Court of Guernsey and Royal Court of Jersey. More information about this may be found on our website at standardlife.co.uk/businesstransfer

Customers resident overseas

If you are resident in the Isle of Man or you live overseas, the terms of the Scheme apply to you if it is approved by the High Court.

May – August 2023

Customers receive a notification letter



October 2023

Final Court hearing at the High Court (London) and Court of Session (Edinburgh)









October 2023

Subject to Court approval, your Policy will transfer to PLL



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**, such as scheme members. 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/businesstransfer

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 the contact details are in **Section 10** of this guide.

Trustees

It's important that you let those with an interest in your Policy such as members (or other beneficiaries) of the trust know about the Transfer. The full details of our proposals, including a sample member letter, are available on our website. If you would like any assistance or feel that you (or the members) may be adversely affected by the Transfer, please get in touch or contact your relationship manager at abrdn.

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 sending an email to globalclientservicing@abrdn.com

Via the Standard Life website by submitting an enquiry form at standardlife.co.uk/businesstransfer



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 quote 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



If you wish to object to the Changes to the Existing Schemes' you are entitled to submit what are called formal written answers to SLAL'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 Existing Schemes Changes. 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/business-transfer](https://www.standardlife.co.uk/business-transfer). 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 Proposed Replacements and Amendment. You should send this notice to our 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. Please note that this section of the guide summarises the entire Transfer and therefore it also includes any impact to SLPF, PLAL and PLL customers

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; the 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 the operation of the Scheme and reflect recent developments, for example in relation to law and regulation.

The summary of the Scheme also applies to the Jersey Scheme and the Guernsey Scheme, except that these schemes do not affect SLPF and the relevant courts are the Royal Court of Jersey and the Royal Court of Guernsey, rather than the High Court.

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 SLAL or PLL.

Transferring the businesses

If approved, all of the policies written by SLAL, SLPF and PLAL (the "Transferring Policies") 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 invested in the SLAL and PLAL With-Profits Funds will transfer to corresponding new With-Profits Funds to be established in PLL. These new funds will be equivalent to the funds they replace, and there will be very little change in the way in which they are managed. None of these changes are expected to affect future with-profits policy pay-outs.

All other SLAL and PLAL policies will transfer to the PLL Non-Profit Fund. New unit-linked funds will be created in PLL to replace the current SLAL unit-linked funds. These will have the same assets, number of units and value immediately after the Transfer as before.

The policies of SLPF are currently reinsured to the Heritage With-Profits Fund and 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 SLAL 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. Under the reinsurance arrangement, PLL will pay claims to SLAL and SLAL will be responsible for paying benefits to the holders of the excluded policies.

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.

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

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.

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**

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 Scheme 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 becomes 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 when some parts of those payments are made during the year. This change is being made for practical reasons and will not change the amount of profits paid from the Heritage With-Profits Fund to the Shareholder Fund.

- **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 Smoothed 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, this is 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 or merged, 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 SLAL 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 SLAL customers unless they also 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 SLAL. The privacy notice will be updated to reflect this change along with any applicable changes in relation to the Transfer from SLAL 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-notices

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 so 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 PLL 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, who will give their opinion on the effect of 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 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 companies involved in the Scheme and his appointment as the Independent Expert has been approved by the PRA, FCA and CBI. You can see the full version of the Independent Expert's report on our website, or you can get a paper copy by emailing 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 of SLAL, SLPF, PLAL and PLL.

To read these just visit

standardlife.co.uk/businesstransfer



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, including those involving with-profits 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 trustees of SLAL Trustee Investment Plans (TIPs).

The Chief Actuaries and the With-Profits Actuaries of both SLAL and PLL have produced reports on the proposed transfer. I have considered those reports, and I have consulted with these Chief Actuaries and With-Profits 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 trustees or 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 SLAL (and two other Phoenix Group companies, one of which is a small subsidiary of SLAL) to be transferred to PLL. Each of the current with-profits funds within SLAL, including how they operate, will be replicated within 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 TIPs investing in unitised with-profits, the determination of benefits will continue as currently. The relevant with-profits funds will be transferred from SLAL into new and equivalent with-profits funds within PLL, and these new funds will be separately maintained and operated in all material respects as the existing funds are maintained and operated. This includes the determination of the mix of assets within the with-profits funds, which affects policyholder benefits. The published Principles and Practices of Financial Management that govern the operation of the with-profits funds will remain unchanged in all material respects.

For TIPs investing in unit-linked funds, the determination of benefits will continue as currently, including the approaches and standards used for the determination of unit prices. The relevant unit-linked funds will be transferred from SLAL to new and equivalent unit-linked funds within PLL and managed as currently. The Scheme includes updated provisions for unit-linked funds to be closed to new investments, merged with or replaced by other unit-linked funds, and for unit-linked investment objectives to be modified, where this is not inconsistent with the relevant policy terms. This will enable PLL to continue to manage the enlarged unit-linked business to best meet policyholder needs efficiently as unit-linked funds grow or decline.

7. Summary of the Independent Expert's Report (April 2023)

The Scheme includes appropriate protections to ensure that the terms of any unit-linked fund mergers or replacements or modifications to investment objectives are fair to policyholders. These updated provisions do not apply where unit-linked benefits are determined by reference to externally managed funds, as any changes here are the responsibility of the external manager.

For TIPs investing in both unitised with-profits and unit-linked funds, the determination and application of charges and expenses to the funds and to the TIP will be the same as currently. Given that SLAL and PLL already have common management approaches and governance structures, I can see no reason why the future consideration of charges and expenses within PLL would be materially different to that within SLAL.

Hence, for all SLAL TIPs, I conclude that the Scheme will have no material adverse effect on the determination of benefits or on expectations in respect of benefits.

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

Currently both SLAL and PLL adopt essentially the same capital policy. In particular, a capital buffer is held sufficient to enable SLAL 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 (not just former SLAL policyholders) in the enlarged PLL following the implementation of the Scheme.

The current provisions for the shareholder to provide capital support to the SLAL with-profits funds in certain circumstances are maintained under the Scheme.

Governance processes

The governance processes used to consider, manage, and limit risk 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 SLAL TIPs 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 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 any SLAL TIPs in these areas.

I note that the Scheme incorporates a number of changes and updates on detailed SLAL-related matters which will allow PLL to operate certain internal processes more efficiently and effectively. These are described on page 13 of this guide. I am satisfied that these changes and updates will have no material adverse effect on any SLAL TIPs.

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 SLAL TIPs.

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.

7. Summary of the Independent Expert's Report (April 2023)

Proposed subsequent transfer from PLL to abr dn

It is currently intended that, following the implementation of the Scheme, most of the SLAL unit-linked TIPs (along with certain other SLAL policies) would be further transferred from PLL to a life insurance company within the abr dn group.

My work as Independent Expert for the Scheme has been carried out without any assumption that any future possible transfer to abr dn will take place. I have nevertheless considered the rationale for the current intention for most of the SLAL unit-linked TIPs (and certain other SLAL policies) to be transferred twice, firstly under the Scheme, and then again to the abr dn group. I am satisfied that it is in the interests of the holders of these SLAL unit-linked TIPs (and certain other SLAL policies) to be transferred to PLL along with the other SLAL policies, as opposed to remaining within a much reduced SLAL and then being transferred to the abr dn group in a single transfer. Further details on this aspect are available in my Full Report.



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 and we'll be happy to talk. See **Section 10** of this guide for all the ways you can do this.

About Standard Life and the Transfer

1. What is the proposal?

The majority of Standard Life customers have a policy with Standard Life Assurance Limited (SLAL). SLAL has been part of Phoenix Group, the UK's largest long-term savings and retirement business, since 2018. We're proposing to transfer all SLAL business 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 investments you have or the service and support you receive from abrdn for your Policy.

At the same time, Standard Life Pension Funds Limited (SLPF) and 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.

Your Policy

1. Which policies will be transferred?

For customers receiving this guide, your Policy is provided by SLAL. abrdn is responsible for the day to day management and servicing of your Policy.

Our proposal is to transfer all SLAL policies to PLL. If our proposals are approved by the Courts, we plan for the Transfer to take effect on 27 October 2023. The Transfer will not change or impact the service arrangements in place.

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.

The day to day management of your Policy will continue in the same way and there will be no change to service levels.

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 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.

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.

9. Questions & Answers (continued)

Your Policy (continued)

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 get in touch using the contact details in **Section 10** of this guide.

More about Phoenix Group

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?

The majority of Standard Life customers have a policy with SLAL. SLAL was acquired by Phoenix Group in 2018 and continues 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 SLAL, the legal entity, and its products remained unchanged, there was no direct change or impact for our customers. Given the minimal changes following SLAL 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.

You also have the right to object in the Court of Session to the Changes to the Existing Schemes. Any objection to the Court of Session will be considered 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. 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 using the **Contact us** details in **Section 10** on the next page of this guide.

9. I've signed up for paperless communications, why have you sent me a paper pack?

We understand that our customers who've signed up for paperless communications would prefer not to receive a paper pack, but the legal process we must follow requires us to inform all customers. This means that if we know your email notification has not been opened or there has been an issue with delivering your email, we will have sent you a reminder letter in the post or in some cases we've had to send a full paper pack.

In most cases, customers who've signed up for paperless communications can also find a copy of their letter in their online document store. Just log in to online servicing at [standardlife.co.uk](https://www.standardlife.co.uk)

10. Will the Transfer mean changes to my documents?

After the Transfer date, 27 October 2023, references to "Standard Life Assurance 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.



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 4673 (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

Appendix 1: Closure to new business of Heritage With-Profits Fund

We explain below a change to designate the Heritage With-Profits Fund ("HWPF") as 'closed' to new business, rather than 'open' to new business. This will not affect how much your with-profits Policy is worth or what it will pay out in the future. This change is not part of the Scheme and will take place whether or not the Scheme goes ahead, around the time of the proposed Transfer date.

SLAL currently sells small amounts of new with-profits policies in the HWPF. These amounts are too small to affect the financial management of the HWPF and make very little difference to with-profits policy values. Under the FCA's 'Conduct of Business' rules, insurance companies that manage with-profits funds must say whether these funds are 'open' or 'closed' to new business. If a with-profits fund is closed to new business this means that the insurance company accepts at most a small amount of new with-profits policies, or increases to existing with-profits investments, in that fund.

The HWPF is currently described as being 'open' to new business. Due to the small amounts of policies being sold we expect to change its status to 'closed to new business'.

This will not affect any regular payments that you make into the HWPF. The HWPF will continue to accept limited amounts of additional with-profits business. The types of new business accepted will be unchanged and will include increases to existing with-profits investments, new policies resulting from the exercise of options and new members to existing pension schemes that invest in with-profits.

The expected change of status will not affect any aspects of the HWPF's financial management that determine policy values and payouts, such as investment strategy, bonus declarations and estate distribution.

If you have any questions please get in touch using the details in **Section 10** of this guide.



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

[standardlife.co.uk](https://www.standardlife.co.uk)

Standard Life Assurance Limited is registered in Scotland (SC286833) at Standard Life House, 30 Lothian Road, Edinburgh, EH1 2DH.

Standard Life Assurance Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

[standardlife.co.uk](https://www.standardlife.co.uk)

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