PEARL GROUP SERVICES LIMITED

Company Registration Number: 5549998

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS
for the year ended 31 December 2017

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Strategic report

The Directors present the Strategic report, the Directors' Report and the Financial Statements of Pearl Group Services Limited ('the Company') for the year ended 31 December 2017.

The Company is incorporated in the United Kingdom as a private limited company. Its registration number is 5549998 and its registered office is 1, Wythall Green Way, Wythall, Birmingham B47 6WG. No branches of the Company exist outside of the United Kingdom.

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

Business review

Principal activities
The principal activity of the Company is the provision of management services, including governance and policy administration services, to the life assurance and group companies within the Phoenix Group. This will continue to be the principal activity for the foreseeable future.

The Company carries out the management services under arm's length, per policy based, Management Services Agreements ('MSAs'). The Company has outsourced some of the services it provides under the MSAs to third parties.

The Company has legal title to a portfolio of residential, equity release mortgages which it administers on behalf of Phoenix Life Limited ('PLL'), a fellow Group company. Phoenix ER1 Limited ('PER1L'), a fully owned special purpose vehicle of PLL has beneficial interest of these mortgages. PLL retains the risks and rewards of ownership.

The Company renegotiated MSAs with Phoenix Life Assurance Limited ('PLAL') to harmonise the contract terms, structures and charging basis of the previous MSAs with effect from 31 December 2015. As part of the harmonisation, the Company received up-front payments to assume various risks on behalf of PLAL, which related to particular blocks of business and transferred selected other risks to PLAL for a fee of £51,989,000. The fee income has been deferred and will be recognised in line with associated costs as and when they arise or as a result of a reduction in the risk. During the year, £1,352,000 (2016: £3,792,000) has been recognised in income.

As part of the MSA harmonisation, a component of the MSA agreement was a profit share arrangement between the Company and Pearl Group Management Services Limited ('PGMS'), a fellow Group company. As a result of this arrangement, the Company transferred £16,000,000 to PGMS during 2016. The fee has been treated as a prepayment and will be recognised on a straight line basis over the duration of the agreement, 5 years, which is the period that the MSAs will be renewed (2020). During the year, £3,200,000 (2016: £3,200,000) has been recognised as an expense.

The Company has employees principally based in Wythall and London.

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

The key risks to which the Company is exposed are expense risk, liquidity risk, legislative and regulatory risk, VAT risk, credit risk, risk of outsourcer failure and operational risk. Capital and risk management are discussed within notes 18 and 19 of the financial statements.

The Company has legal title to a portfolio of residential mortgages. The economic exposure to the returns on the investment is with PLL, through its fully owned subsidiary, PER1L. Administration of this portfolio has been outsourced to Link Mortgage Services Limited. However, the Company retains the ultimate liability for the administration, including all 'Treating Customers Fairly' ('TCF') requirements. In order to mitigate the risk of losses from the administration of this portfolio, the Company has received an unlimited indemnity from Pearl Group Holdings (No.2) Limited ('PGH2'), its immediate parent company, against administration risk until such time as the Company ceases to hold legal title.

Key Performance Indicators ('KPIs')
The Company's performance is measured and monitored by the Board with particular regard paid to the following KPIs:

Cash flows
Cash flows are monitored closely by the business to ensure that all liabilities can be met as they fall due. In 2017, cash and cash equivalents increased by £822,000 (2016: £47,358,000).

Regulatory capital
As the Company is regulated by the Financial Conduct Authority ('FCA'), it also regularly reviews and forecasts its adjusted net asset position as determined by Chapter 13 of IPRU (INV). At 31 December 2017, it had an excess over its regulatory capital requirements of £23,182,000 (2016: £20,805,000).

Profit before tax, profit after tax and total comprehensive income
As at 31 December 2017, the Company reported a profit before tax of £9,093,000 (2016: £9,005,000), a profit after tax of £6,972,000 (2016: £7,034,000) and total comprehensive income of £7;377,000 (2016: £6,509,000).

Employees
During the year, the Company maintained a policy of informing and involving employees on matters which concern them and in the achievement of its business goals. The Company has a comprehensive system for consultation and communication involving regular meetings between management and employees, team briefings, opinion surveys and the issue of various bulletins.

Employee development within the Company is promoted by encouraging staff to gain appropriate professional qualifications and assisting with wider personal development. The Phoenix Group has been a member of Business in the Community since 2010 and employees engage in various Corporate Responsibility activities, from initiatives to reduce or counteract the impact the Group is making on the environment to supporting local communities through volunteering and charity fundraising. Further information can be found in the Corporate Responsibility Statement included in the Phoenix Group Holdings Annual Return and Accounts.

The Company is committed to providing equal opportunities to all employees irrespective of their sex, age, sexual orientation, marital status, religion, race or disability. It is the Company's policy to give positive consideration to disabled persons with respect to applications for employment, training, career development and promotion, having regards to each individual's particular aptitudes and abilities.

Share schemes are offered to employees based on Group shares. The ultimate parent of the Company is Phoenix Group Holdings ('PGH'). Details of these schemes are disclosed within note 20 of the financial statements.

Corporate activities
During 2016, Phoenix Group acquired 100% of the issued share capital of AXA Wealth Limited ('AWL'), AXA Wealth Services Limited, AXA Sun Life Direct Limited, Winterthur Life UK Holdings Limited and AXA Trustee Services Limited from AXA UK plc. The Group also acquired 100% of the issued share capital of Abbey Life Assurance Company Limited, Abbey Life Trustee Services Limited and Abbey Life Trust Securities Limited from Deutsche Holdings No.4 Ltd (a wholly owned subsidiary of Deutsche Bank AG.

During 2017, the impact on the Company has been an increase in operating expenses which are treated as pass through costs to the above entities. It is the intention in 2018 to integrate the acquired entities into the existing Phoenix operating platform and outsourcing model, including policy administration by the Company similar to the existing MSA. This may impact the results of the Company in future periods.

On behalf of the Board

P Lane
Director

5 March 2018

Directors' report

Going concern
The Strategic report and Directors' report summarise the Company's activities, its financial performance and its financial position together with any factors likely to affect its future development. In addition, the Strategic report discusses the principal risks and uncertainties it faces. Notes 18 and 19 to the financial statements summarise the Company's capital management and risk objectives and policies together with its financial risks.

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

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

Result and dividends
The results of the Company for the year are shown in the statement of comprehensive income on page 9. The profit before tax was £9,093,000 (2016: £9,005,000). No dividends were paid during the year (2016: £nil).

Employees
Information on employees is shown in the Strategic report on page 4.

Directors
The names of those individuals who served as Directors of the Company during the year or who held office as at the date of signature of this report are as follows:

A Kassimiotis
P Lane (appointed 20 February 2018)
S Mohammed (resigned 26 June 2017)
R B F Seaman (appointed 23 February 2017)
R K Thakrar

Secretary
Pearl Group Secretariat Services Limited

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

Disclosure of information to auditors
So far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditors are unaware, and each of the Directors has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

Re-appointment of auditors
In accordance with section 487 of the Companies Act 2006, the Company's auditors, Ernst & Young LLP, will be deemed to have been re-appointed at the end of the period of 28 days following circulation of copies of these financial statements as no notice has been received from members pursuant to section 488 of the Companies Act 2006 prior to the end of the accounting reference period to which these financial statements relate.

On behalf of the Board

P Lane
Director

5 March 2018

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under the law the Directors have elected to prepare those statements in accordance with International Financial Reporting Standards as adopted by the European Union ('IFRS'). Under company law, the Directors must not approve the financial statements unless they are satisfied that they present fairly the financial performance, financial position and cash flows of the Company for the accounting period. A fair presentation of the financial statements in accordance with IFRS requires the Directors to:

- select suitable accounting policies in accordance with IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with applicable IFRS, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Independent Auditor's report to the members of Pearl Group Services Limited

Opinion

We have audited the financial statements of Pearl Group Services Limited for the year ended 31 December 2017 which comprise the accounting policies, the statement of comprehensive income, the statement of financial position, the statement of cash flows, the statement of changes in equity and the related notes 1 to 22, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Use of our report

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

Conclusions relating to going concern

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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

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

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Ernst & Young LLP

Stuart Wilson (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
5 March 2018

Statement of comprehensive income
for the year ended 31 December 2017

	Notes	2017 £000	2016 £000
Revenue			
Fee and commission income	3	140,496	127,790
Net investment income	4	(104)	679
Total revenue		140,392	128,469
Total income		140,392	128,469
Operating expenses	5	(131,299)	(119,464)
Total operating expenses		(131,299)	(119,464)
Profit for the year before tax		9,093	9,005
Tax charge	8	(2,121)	(1,971)
Profit for the year attributable to owners		6,972	7,034
Other comprehensive income:			
Movement in provision	11	329	(661)
Deferred tax (charge)/credit on provision	8	(63)	112
Current tax credit on share schemes	8	139	24
Total comprehensive income for the year attributable to owners		7,377	6,509

Statement of financial position
as at 31 December 2017

	Notes	As at 31 December 2017 £000	As at 31 December 2016 £000
Equity attributable to owners			
Share capital	9	-	-
Capital contribution reserve	10	5,000	10,000
Retained earnings		18,202	10,825
Total equity		23,202	20,825
Non-current liabilities			
Long-term provisions	11	7,730	9,156
Accruals and deferred income	12	46,845	48,197
Total non-current liabilities		54,575	57,353
Current liabilities			
Short-term provisions	11	1,549	2,575
Accruals and deferred income	12	18,212	25,655
Other payables	13	13,235	11,659
Total current liabilities		32,996	39,889
Total liabilities		87,571	97,242
Total equity and liabilities		110,773	118,067
Non-current assets			
Deferred tax	14	4,295	4,083
Other receivables	15	6,400	9,600
Total non-current assets		10,695	13,683
Current assets			
Other receivables	15	16,083	21,211
Cash and cash equivalents	16	83,995	83,173
Total current assets		100,078	104,384
Total assets		110,773	118,067

On behalf of the Board

P Lane
Director

5 March 2018

Statement of cash flows
for the year ended 31 December 2017

	Notes	2017 £000	2016 £000
Cash flows from operating activities			
Cash generated by operations	17	5,822	47,358
Net cash flows from operating activities		5,822	47,358
Net cash flows from investing activities		-	-
Cash flows from financing activities			
Return of capital contribution		(5,000)	-
Net cash flows from financing activities		(5,000)	-
Net increase in cash and cash equivalents		822	47,358
Cash and cash equivalents at the beginning of the year		83,173	35,815
Cash and cash equivalents at the end of the year	16	83,995	83,173

Supplementary disclosures on cash flow from operating activities

	2017 £000	2016 £000
Interest received	199	149
Interest paid	-	-

Statement of changes in equity
for the year ended 31 December 2017

	Share capital (note 9) £000	Capital contribution reserve (note 10) £000	Retained earnings £000	Total £000
At 1 January 2017	-	10,000	10,825	20,825
Profit for the year	-	-	6,972	6,972
Other comprehensive income for the year	-	-	405	405
Total comprehensive income for the year	-	-	7,377	7,377
Return of capital contribution (note 10)	-	(5,000)	-	(5,000)
At 31 December 2017	-	5,000	18,202	23,202

	Share capital (note 9) £000	Capital contribution reserve (note 10) £000	Retained earnings £000	Total £000
At 1 January 2016	-	10,000	4,316	14,316
Profit for the year	-	-	7,034	7,034
Other comprehensive income for the year	-	-	(525)	(525)
Total comprehensive income for the year	-	-	6,509	6,509
At 31 December 2016	-	10,000	10,825	20,825

Distributable reserves include the Capital contribution reserve and Retained earnings.

Notes to the financial statements

1. Accounting policies

(a) Basis of preparation
The financial statements have been prepared on a historical cost basis.

The financial statements are standalone financial statements and the exemption in paragraph 4 of IFRS 10 *Consolidated Financial Statements* and section 401 of the Companies Act 2006, have been used not to present consolidated financial statements. The results of the Company are consolidated into the accounts of the Company's ultimate parent Phoenix Group Holdings, a company incorporated in the Cayman Islands and resident in United Kingdom.

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

The financial statements are presented in sterling (£) rounded to the nearest £000 except where otherwise stated.

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

(b) Critical accounting estimates and judgements
The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Critical accounting estimates are those which involve the most complex or subjective judgements or assessments. The areas of the Company's business that typically require such estimates are the impairment tests for income taxes and the recognition of provisions.

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

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

Provisions
The accounting policy for provisions is discussed in accounting policy (g).

Fair value of financial assets
The accounting policy for fair value of financial assets is discussed in accounting policy (e).

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

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

Deferred tax is provided for on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates and laws enacted or substantively enacted at the period end.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(d) Employee benefits

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

Defined contribution plans

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

Defined benefit plans

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

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

The Company determines the net interest expense for the period by applying the discount rate used to measure the defined benefit liability at the beginning of the period to the opening liability. The discount rate is the yield at the period end on AA credit rated bonds that have maturity dates approximating to the terms of the Company's obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

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

(e) Financial assets

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These investments are initially recognised at cost, being the fair value of the consideration paid for the acquisition of the investment. All transaction costs directly attributable to the acquisition are also included in the cost of the investment. Subsequent to initial recognition, these investments are carried at amortised cost, using the effective interest method.

Impairment of financial assets

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

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with an original maturity term of three months or less at the date of placement. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are deducted from cash and cash equivalents for the purpose of the statement of cash flows.

(g) Provisions and contingent liabilities

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where the Company has a present legal or constructive obligation as a result of a past event but it is not probable that there will be an outflow of resources to settle the obligation or the amount cannot be reliably estimated, this is disclosed as a contingent liability.

(h) Dividends

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

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

(i) Income recognition

Fee and commission income

Fee and commission income relates to the following:

- policy administration fees, which are recognised as the services are provided; and
- other fees, which are recognised as the services are provided.

Fee income received for the indemnity of future risks is treated as deferred income in the period in which it is received and recognised as revenue either in line with actual costs incurred (as these costs are considered to best reflect the rendering of services) or as a result of a reduction in the assumed level of future risks.

Net investment income
Net investment income comprises interest on cash and cash equivalents.

Interest income is recognised in the statement of comprehensive income as it accrues using the effective interest method.

Expense recognition

Share-based payments
Equity-settled share-based payments to employees and others providing services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 20.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Phoenix Group Holdings ('PGH'), the Company's ultimate parent company estimate of equity instruments that will eventually vest. At each period end, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in the statement of comprehensive income.

(j) Share capital

Ordinary share capital
The Company has issued ordinary shares which are classified as equity. Incremental external costs that are directly attributable to the issue of these shares are recognised in the statement of changes in equity, net of tax.

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

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

2. Financial information

The financial statements for the year ended 31 December 2017, set out on pages 9 to 28 were authorised by the Board of Directors for issue on 5 March 2018.

In preparing the financial statements the Company has adopted the following standards, interpretations and amendments which have been issued by the International Accounting Standards Board ("IASB") and have been adopted for use by the EU. None of the following have a material effect on the results of the Company.

- **Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses.** The Company has applied these amendments for the first time in the current year. The amendments clarify how an entity should evaluate whether there will be sufficient future taxable profits against which it can utilise a deductible temporary difference. The application of these amendments has had no impact on the Company's financial statements as the Company's existing approach to assessing the sufficiency of future taxable profits is consistent with that required under the amended standard.

- **Annual Improvements to IFRSs 2014-2016 Cycle.** The amendments to IFRS 12 Disclosure of Interests in Other entities included in the Annual Improvements to IFRSs 2014-2016 Cycle are not applicable to the Company.

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

- **IFRS 9 Financial Instruments (2018).** Under IFRS 9, all financial assets will be measured either at amortised cost or fair value and the basis of classification will depend on the business model and the contractual cash flow characteristics of the financial assets. In relation to the impairment of financial assets, IFRS 9 requires the use of an expected credit loss model, as opposed to the incurred credit loss model required under IAS 39. The expected credit loss model will require the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition.

The Company has performed a high-level impact assessment to consider the impact of IFRS 9. Overall, the Company expects no significant impact on its statement of financial position and equity from applying both the classification and expected credit loss requirements of the standard. A process has been established to calculate the expected credit loss allowance for all debt instruments held by the company at amortised cost. For corporate loans and other intercompany receivables a three stage impairment model is used which is based on whether there has been a significant increase in credit risk, this considers both qualitative and quantitative information. For other external both current and forecast credit conditions are assessed to determine an appropriate expected loss rate. Based upon information currently available no material expected credit loss allowances are expected.

- **IFRS 15 Revenue from contracts with Customers (2018).** IFRS 15 establishes a single comprehensive framework for determining whether, how and when revenue is recognised. The standard does not apply to *financial instruments within the scope of IAS 39 Financial Instruments: Recognition and Measurement.* Accordingly a detailed impact assessment has been performed to consider the impact of IFRS 15 in relation to revenue streams from the Company's Management Services agreements, project and direct cost income and deferred income. As a result of the outcome of the assessment, the Company does not consider that the application of IFRS 15 will have a significant impact on the financial position and/or financial performance of the Company. IFRS 15 introduces additional disclosure requirements which will be reflected in the 2018 financial statements.

- **Annual Improvements to IFRSs 2014-2016 Cycle (2018).** The Annual Improvements include amendments to IFRS 1 and IAS 28 which are not yet mandatorily effective for the Company. The package also includes amendments to IFRS 12 which is mandatorily effective for the Company in the current year. The Company does not anticipate that the application of the amendments in the future will have any impact on the Company's financial statements as the Company is neither a first-time adopter of IFRS nor a venture capital organisation. Furthermore, the Company does not have any associate or joint venture that is an investment entity.

- **Classification and measurement of share-based payment transactions (Amendments to IFRS 2) (2018).** The company does not anticipate that the application of the amendments in the future will have a significant impact on its financial statements as the Company does not have any cash-settled share-based payment arrangements or any withholding tax arrangements with tax authorities in relation to share-based payments.

- **IFRIC 23 Uncertainty over Income Tax Treatments (2019).** This interpretation clarifies the accounting for income tax treatments that have yet to be accepted by tax authorities, whilst also aiming to enhance transparency.

3. *Fee and commission income*

	2017 £000	2016 £000
Policy administration fees	61,106	61,051
Movement in deferred income (note 12)	1,352	3,792
Other fees	78,038	62,947
	140,496	127,790

Other fees include charges to group entities for project work and head office costs.

Project related costs are allocated between the Company and PGMS, a fellow subsidiary, in accordance with a pre-defined governance framework. For certain long-term projects, a provisional allocation is used which is subject to refinement in subsequent periods.

4. Net investment income

	2017 £000	2016 £000
Net Interest income	(104)	679
	(104)	679

Interest income includes interest of £302,000 (2016: £531,000 charged) incurred on amounts due from fellow subsidiaries.

5. Operating expenses

	2017 £000	2016 £000
Employee costs	8,822	8,851
Outsourcing expenses	39,004	34,606
Other	83,473	76,007
	131,299	119,464

Outsourcing expenses include costs relating to policy administration services. Other operating expenses include contractor and professional fees incurred predominantly for project work. These expenses have increased from 2016 as a result of the acquisitions detailed in the Strategic report.

Project related costs are allocated between the Company and PGMS, a fellow subsidiary, in accordance with a pre-defined governance framework. For certain long-term projects, a provisional allocation is used which is subject to refinement in subsequent periods

Staff costs and overheads are allocated between the Company and PGMS, a fellow subsidiary.

Employee costs comprise:

	2017 £000	2016 £000
Wages and salaries (including termination benefits)	7,287	7,275
Social security contributions	979	973
Other pension costs	556	603
	8,822	8,851

	2017	2016
Average number of persons employed	45	50

6. Directors' remuneration

	2017 £000	2016 £000
Salaries and other short term benefits	440	313
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	440	313
Contributions to money purchase pension schemes	18	11

	2017	2016
Number of Directors who:		
- are members of a money purchase pension scheme	4	3
- have exercised share options during the year	4	3

	2017 £000	2016 £000
Highest paid Director's remuneration	276	269
Contributions to money purchase pension schemes	9	9

The Directors are employed by either the Company or PGMS, a fellow subsidiary. The total compensation paid to the Directors of the Company relates to services to the Company, regardless of which entity within the Phoenix Group has paid the compensation.

7. Auditors' remuneration

The remuneration of the auditors of the Company in respect of the audit of the financial statements was £45,000 (2016: £45,000). In addition, audit related assurance services of £3,000 were incurred during the year (2016: £3,000).

8. Tax charge

Current year tax charge	2017 £000	2016 £000
Current tax:		
UK Corporation tax	1,755	1,432
Adjustment in respect of prior years	641	(53)
Total current tax charge	2,396	1,379
Deferred tax:		
Origination and reversal of temporary differences	(300)	496
Change in the rate of UK corporation tax	25	96
	(275)	592
Total tax charge	2,121	1,971

Tax (credited)/charged to other comprehensive income	2017 £000	2016 £000
Deferred tax charge/(credit) on provision	63	(112)
Current tax credit on share schemes	(139)	(24)
	(76)	(136)

Reconciliation of tax charge	2017 £000	2016 £000
Profit before tax	9,093	9,005
Tax at standard UK rate of 19.25% (2016: 20.0%)	1,750	1,801
Disallowable expenses	11	134
Adjustment to tax charge in respect of prior years	141	(53)
Share based remuneration	195	(7)
Deferred tax rate change	24	96
Total tax charge for the year	2,121	1,971

9. Share capital

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

	2017 £	2016 £
Authorised: 5,000,000 (2016: 5,000,000) ordinary shares of £1 each	5,000,000	5,000,000
Issued and fully paid: 1 (2016: 1) ordinary share of £1 each	1	1

The holder of the ordinary share is entitled to one vote per share on matters to be voted on by owners and to receive such dividends, if any, as may be declared by the Board of Directors at its discretion out of legally available profits.

10. Capital contribution reserve

	2017 £000	2016 £000
As at 1 January	10,000	10,000
Return of capital contribution	(5,000)	-
As at 31 December	5,000	10,000

During the year, the company returned capital contributions of £5,000,000 (2016: £nil). Whilst the expense arising from equity-settled transactions is recorded in the statement of comprehensive income, in accordance with IFRS 2 the corresponding credit entry is classified as a capital contribution received from PGH within equity. However this capital contribution is immediately offset by a corresponding management recharge of equivalent value (note 20).

11. Provisions

	Re-structuring £000	Staff related £000	Other £000	Total £000
At 1 January 2017	237	9,245	2,249	11,731
Additions in the year	3	-	-	3
Utilised during the year	(29)	(408)	(869)	(1,306)
Released during the year	(132)	(987)	(30)	(1,149)
At 31 December 2017	79	7,850	1,350	9,279
Amount due for settlement within 12 months	26	380	1,143	1,549
Amount due for settlement after 12 months	53	7,470	207	7,730

The restructuring provision covers the costs of restructuring management and staffing.

The main component of the staff related provisions is £5,535,000 (2016: £6,103,000) held in respect of unfunded pensions. This represents commitments of the Company under various legacy post-employment benefit arrangements to former employees. The Company is committed to paying the benefits due each year.

	Unfunded Pensions £000
Opening provision as at 1 January 2017	6,103
Net interest recognised in the income statement	156
Re-measurement effects recognised in other comprehensive income	(329)
Benefits paid directly by the Company	(395)
Closing provision as at 31 December 2017	5,535

The key risks facing the Company are possible future adverse economic conditions and increases in longevity of Scheme members, which can result in higher payments for longer than assumed.

The key assumptions used in the calculation of the provision are:

Discount rate	2.50% (2016: 2.65%)
Pension increases for in-payment benefits based on CPI	2.20% (2016: 2.20%)
Pension increases in payment based on RPI	3.05% (2016: 3.05%).

Mortality assumptions are 118% of SAPS S1 Male Normal Health Pensioners (Light) and 81.5% of SAPS S1 Female Normal Health Pensioners (Heavy), with future longevity improvements in line with CMI 2016 Core Projections with a Skparameter of 8 and Scheme specific long term improvement rates.

The key sensitivities for this provision are:

- A 0.25% increase/decrease in the discount rate is expected to decrease/increase the liabilities by around 2.5%
- A 0.25% increase/decrease in the inflation assumption is expected to increase/decrease the liabilities by around 2.5%
- A 0.10% increase/decrease in the RPI/CPI margin is expected to decrease/increase the liabilities by around 1%
- Assuming members live one year more/less than assumed would increase/decrease liabilities by around 6%.

Staff related provisions also include £2,315,000 (2016: £3,142,000) held in respect of post-employment private medical insurance costs for former employees.

The key risk facing the Company in relation to the healthcare provision is possible adverse medical expense inflation, which may increase the costs to the Company.

The key assumptions used in the calculation of the provision are:

Medical expense inflation rate		15.0% (2016: 15.0%)
Mortality rates:	Males	95.0% (2016: 95.0%)
	Females	87.5% (2016: 87.5%)
Discount rate		1.79% (2016: 1.25%)

Other provisions include £1,095,000 (2016: £1,095,000) in respect of costs relating to the administration of policyholder pension schemes.

12. Accruals and deferred income

	2017 £000	2016 £000
Deferred income	46,845	48,197
Accruals	18,212	25,655
	65,057	73,852
Amounts due for settlement after 12 months	46,845	48,197

The following table details the change in deferred income:

	2017	2016
	£000	£000
At 1 January	48,197	51,989
Movement during the year (note 3)	(1,352)	(3,792)
At 31 December	46,845	48,197

The Company renegotiated MSAs with PLAL to harmonise the contract terms, structures and charging basis of the previous MSAs with effect from 31 December 2015. As part of the harmonisation, the Company accepted certain risks related to particular blocks of business from PLAL and transferred selected other risks to PLAL for a fee of £51,989,000. The fee income has been deferred and will be recognised in line with associated costs as and when they arise or as a result of a reduction in the risk. £1,352,000 has been recognised in income during the year (2016: £3,792,000).

13. Other payables

	2017	2016
	£000	£000
Trade creditors	175	409
Social security costs	2,543	3,987
Amounts owed to Group companies	9,370	4,244
Other payables	1,147	3,019
	13,235	11,659
Amount due for settlement after 12 months	-	-

14. Tax assets and liabilities

	2017	2016
	£000	£000
Deferred Tax		
The balances at 31 December comprise:		
Deferred tax assets	4,295	4,083

Movements in deferred tax assets

Year ended 31 December 2017

	1 January	Recognised in the Income Statement	Recognised in other comprehensive income	31 December
	£000	£000	£000	£000
Provisions and other temporary differences	1,680	(210)	(63)	1,407
Accelerated capital allowances	2,403	485	-	2,888
	4,083	275	(63)	4,295

Year ended 31 December 2016

	1 January	Recognised in the Income Statement	Recognised in other comprehensive income	31 December
	£000	£000	£000	£000
Provisions and other temporary differences	1,470	98	112	1,680
Accelerated capital allowances	3,093	(690)	-	2,403
	4,563	(592)	112	4,083

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

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

15. Other receivables

	2017	2016
	£000	£000
Prepayments	9,633	12,817
Amounts owed by Group entities	11,785	17,369
Other receivables	1,065	625
	22,483	30,811
Amount recoverable after 12 months	6,400	9,600

As a result of the MSA harmonisation (described in note 12), a component of the MSA agreement related to a profit share arrangement between the Company and PGMS where the Company transferred £16,000,000 cash to PGMS. This is included within prepayments and recognised in the income statement on a straight line basis over 5 years. During 2017, £3,200,000 (2016: £3,200,000) was recognised.

16. Cash and cash equivalents

	2017	2016
	£000	£000
Bank and cash balances	22,293	9,361
Short-term deposits (including demand and time deposits)	61,702	73,812
	83,995	83,173

The carrying amounts of cash and cash equivalents are not materially different from their fair values.

17. Cash flows

Cash flows from operating activities

	2017 £000	2016 £000
Profit for the year before tax	9,093	9,005
Non-cash movements in profit for the year before tax		
Interest expense/(income) on amounts due from group entities	302	(531)
Changes in operating assets and liabilities		
Decrease in other assets	8,026	30,146
(Decrease)/Increase in other liabilities	(11,599)	8,738
Cash generated by operations	5,822	47,358

The cash flow has been prepared using the indirect method.

18. Capital management

The Company's capital comprises share capital and reserves. At 31 December 2017, total capital was £23,202,000 (2016: £20,825,000). The positive movement in capital during the year comprises the total comprehensive income for the year of £7,377,000 less the return of capital contribution of £5,000,000.

The Company is regulated by the FCA and as a result must maintain capital of £20,000 (2016: £20,000). The Company's capital is monitored by the Directors and managed on an on-going basis. The Directors are responsible for ensuring that the Company maintains an appropriate level of capital to enable it to meet liabilities arising from reasonably foreseeable extreme events. The Company has implemented a system of regular reviews to monitor the level of capital in the short to medium term taking account of the anticipated future developments of the Company. At 31 December 2017, the Company had an excess over its regulatory capital requirements of £23,182,000 (2016: £20,805,000).

The Directors have prepared cash flow forecasts for the Company for the foreseeable future. The cash flow forecasts indicate that the Company is able to meet its obligations as and when they fall due for the foreseeable future.

19. Risk management

On 31 December 2015, the Company agreed a revised MSA with PLAL. Under this agreement, the Company entered into further risk buyouts relating to regulatory change and expense risk. The Company received a cash consideration for accepting these risks.

At the time of the risk transfers, the consideration was determined to be adequate to meet the foreseeable costs of the risks crystallising and continues to be at 31 December 2017. The risks are assessed as part of the following items:

Expense risk
The Company carries the expense risk of reducing its expenses in line with fee income from per policy based management services agreements.

To maintain profitability, the Company has to deliver efficiencies to at least match policy run-off. One strategy to mitigate this risk has been to outsource administration services the cost of which runs down in line with policy run off.

The Company manages this risk through focus on cost reduction initiatives across the business with robust business plans, monitored by detailed reporting and regular re-forecasting. The Company monitors the level of risk in its ongoing expense base every month and the Phoenix Group holds appropriate levels of risk capital to encompass this.

Liquidity risk
The Company has exposure to liquidity risk as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements and this is monitored on an ongoing basis.

Key components of the monitoring framework include daily monitoring of cash flows and regular reviews with the parent company, PGH2, to identify cash flow requirements.

Legislative and regulatory risk
The Company is subject to regulation by the FCA. The FCA has broad regulatory powers dealing with all aspects of financial services including, amongst other things, the authority to grant and, in specific circumstances, to vary or cancel permissions to carry out particular activities. Phoenix Group has processes in place to keep up to date with latest FCA guidelines and regulation. Phoenix Group is also responsible for treating its customers fairly and adheres to FCA guidelines in respect of this.

Following the risk transfers noted above, the Company is responsible for ensuring that PLAL are compliant with all applicable laws and regulations. If the costs of compliance are higher than the value of the buyout, additional costs would be incurred by the Company. At the current time, there is no evidence that total costs will exceed the amount transferred.

VAT risk
Decisions of the Court of Justice of the European Union ("CJEU") mean that VAT would be likely to become due on Outsourcer fees in the absence of the UK's decision to leave the European Union ("EU"). It is likely that this would give rise to additional expenses for the business. The Company has various agreements in place to mitigate some or all of this risk.

Given the UK's decision to leave the EU it is felt unlikely that VAT will now be imposed on Outsourcer fees, in the absence of the UK's final agreement with the EU requiring it to take account of decisions of the CJEU or bringing the VAT treatment of insurance outsourcing services into line with that of EU member States.

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

During the year, the Company's cash and cash equivalents have been held in authorised collective investment schemes ("CIS") which in turn invest only in money market instruments. The Company is exposed to the possible default of the underlying investments within the CIS, which are considered to be extremely low risk.

The Company is also exposed to credit risk relating to loans and receivables from other Group Companies, which are considered low risk. The credit risk from activities undertaken in the normal course of business is also considered to be extremely low risk, as the majority of amounts owed to the Company at the year-end are due from Group companies (note 15).

Risk of outsourcer failure
The Company carries the risk that the outsourcers are no longer able to commit to providing the agreed services at the agreed costs. The risk of outsourcers becoming insolvent is continually monitored closely by the Operational Governance Team and considered to be minimal.

Operational risk
The Company has legal title to a portfolio of residential mortgages. However, the economic exposure to the returns on the investment is with PLL through its fully owned subsidiary PER1L, which holds beneficial title to the loans. Administration of this portfolio has been outsourced to Link Mortgage Services Limited. However, the Company retains the ultimate liability for the administration, including all TCF requirements. In order to mitigate the risk of losses from the administration of this portfolio, the Company has received an unlimited indemnity from PGH2 against administration risk until such time as the Company ceases to hold legal title.

20. Share-based payment

Equity-settled share-based payments to employees and others providing services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Further details regarding the determination of the fair value of equity-settled share-based transactions are set below.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At each period end, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in the consolidated income statement such that the cumulative expense reflects the revised estimate with a corresponding adjustment to equity.

Share-based payment expense

The expense recognised for employee services receivable during the year is as follows:

	2017 £000	2016 £000
Expense arising from equity-settled share-based payment transactions	2,475	2,082

Whilst the expense arising from equity-settled transactions is recorded in the statement of comprehensive income, in accordance with IFRS 2 the corresponding credit entry is classified as a capital contribution received from PGH within equity. However this capital contribution is immediately offset by a corresponding management recharge of equivalent value.

Share-based payment schemes in issue

Long-Term Incentive Plan ('LTIP')
The Group implemented a long-term incentive plan to retain and motivate its senior management group. The awards under this plan are in the form of nil-cost options to acquire an allocated number of ordinary shares. Assuming no good leavers or other events which would trigger early vesting rights, the 2014 and 2015 LTIP awards are subject to performance conditions tied to the Company's financial performance over a three year period in respect of growth in Market Consistent Embedded Value ('MCEV') (up to 31 December 2015), growth in Own Funds (from 1 January 2016), cumulative cash generation and total shareholder return ('TSR'). The 2016 and 2017 LTIP awards are subject to performance conditions tied to the Company's performance in respect of cumulative cash generation and TSR.

For all LTIP awards made to Executive Committee members from 2015 onwards, a holding period applies so that any LTIP awards for which the performance vesting requirements are satisfied will not be released for a further two years from the third anniversary of the original award date. Dividends will accrue on LTIP awards until the end of the holding period. There are no cash settlement alternatives.

2017 LTIP awards were granted on 24 March 2017. The number of shares for all outstanding LTIP awards as at 9 November 2016 were increased to take into account the impact of the Group's rights issue. This adjustment has been based on the Theoretical Ex-Rights Price. The 2014 LTIP awards vested during the year. The 2015 award will vest on 28 September 2018, the 2016 awards will vest on 30 March 2019 and 2 June 2019 and the 2017 award will vest on 24 March 2020.

The fair value of these awards is estimated at the share price at the grant date, taking into account the terms and conditions upon which the instruments were granted. The fair value is adjusted in respect of the TSR performance condition which is deemed to be a 'market condition'. The fair value of the 2016 and 2017 TSR elements of the LTIP awards has been calculated using a Monte Carlo model. The inputs to this model are shown below:

	2017 TSR performance condition	2016 TSR performance condition - March grant	2016 TSR performance condition – June grant
Share price (£)	7.88	9.44	8.71
Expected term (years)	2.8	3.0	3.0
Expected volatility (%)	24	26	26
Risk-free interest rate (%)	0.2	0.4	0.4
Expected dividend yield (%)	Dividends are received by holders of the awards therefore no adjustment to fair value is required.		

Sharesave scheme
The sharesave scheme allows participating employees to save up to £250 each month over a period of either three or five years. This amount was increased to £500 each month with respect to the sharesave schemes from 2014 onwards.

Under the sharesave arrangement, participants remaining in the Group's employment at the end of the three or five year saving period are entitled to use their savings to purchase shares at an exercise price at a discount to the share price on the date of grant. Employees leaving the Group for certain reasons are able to use their savings to purchase shares if they leave less than six months before the end of their three or five year periods. The fair value of the awards has been determined using a Black-Scholes valuation model. Key assumptions within this valuation model include expected share price volatility and expected dividend yield.

The 2012 sharesave awards were increased during 2013, and the exercise prices updated, as a result of the equity raising on 21 February 2013. All sharesave awards were increased in November 2016 following the Group's rights issue. The exercise price of these awards was also amended as a result of this issue. The 2017 sharesave awards were granted on 13 April 2017.

The following information was relevant in the determination of the fair value of the 2013 to 2017 sharesave awards in the year:

	2017 sharesave	2016 sharesave	2015 sharesave	2014 sharesave	2013 sharesave
Share price (£)	7.47	8.89	8.43	6.74	6.30
Exercise price (£) (revised)	6.31	6.39	6.29	5.13	4.76
Expected life (years)	3.25 and 5.25	3.25 and 5.25	3.25 and 5.25	3.25 and 5.25	3.25 and 5.25
Risk-free rate (%) based on UK Government Gilts commensurate with the expected term of the award	0.2 (for 3.25 year scheme) and 0.4 (for 5.25 year scheme)	0.6 (for 3.25 year scheme) and 1.0 (for 5.25 year scheme)	0.8 (for 3.25 year scheme) and 1.2 (for 5.25 year scheme)	1.3 (for 3.25 year scheme) and 1.9 (for 5.25 year scheme)	0.4 (for 3.25 year scheme) and 0.8 (for 5.25 year scheme)
Expected volatility (%) based on the share price volatility to date	30.0	30.0	30.0	30.0	30.0
Dividend yield (%)	6.3	6.0	6.3	7.9	8.5

Deferred Bonus Share Plan ('Deferred BSP')

Each year, part of the annual incentive for certain executives is deferred into Phoenix Group Holdings' shares. This grant of shares is conditional on the employee remaining in employment with the Group for a period of three years. For Deferred BSP awards made in 2015 and for those to be made in subsequent years, the three year deferral period will run to the dealing day following the three year anniversary of the announcement of the annual results. Dividends will accrue for Deferred BSP awards over the three year deferral period. The 2017 Deferred BSP was granted on 24 March 2017 and is expected to vest on 20 March 2020. The number of shares for all outstanding Deferred BSP awards has been increased to take into account the impact of the Group's rights issue. This adjustment has been based on the Theoretical Ex-Rights Price. The 2014 Deferred BSP awards vested during the year. The 2015 awards are expected to vest on 19 March 2018 and the 2016 awards are expected to vest on 24 March 2019.

The fair value of these awards is estimated at the share price at the grant date, taking into account the terms and conditions upon which the options were granted.

Other share schemes

During the year, the Group launched a Chairman's share award which is granted to a small number of employees in recognition of their outstanding contribution in the previous year. On 24 March 2017, 2,536 nil-cost options were granted and these awards are expected to vest on 24 March 2020.

The Group operates a Share Incentive Plan ('SIP') which allows participating employees to purchase 'Partnership shares' in the Company through monthly contributions which are limited to the lower of £150 per month and 10% of gross monthly salary. For every three Partnership shares purchased, the company gives the employee one 'Matching share'. Matching shares are required to be held for three years. The fair value of the Matching shares granted is estimated as the share price at date of grant, taking into account terms and conditions upon which the instruments were granted. At 31 December 2017, 10,876 matching shares were conditionally awarded to employees.

Movements in the year
The following tables illustrate the number of, and movements in, share options during the year:

	LTIP Schemes	SAYE Schemes	Deferred BSP
Outstanding at 1 January 2017	571,298	79,589	113,907
Granted during the year	163,875	17,965	41,439
Forfeited during the year	(121,851)	(1,891)	-
Exercised during the year	(141,226)	(42,119)	(35,942)
Outstanding at 31 December 2017	472,096	53,544	119,404
Outstanding at 1 January 2016	429,369	75,680	80,228
Granted during the year	121,071	13,134	33,293
Exercised during the year	(69,067)	(21,916)	(16,663)
Rights issue	89,925	12,691	17,049
Outstanding at 31 December 2016	571,298	79,589	113,907

The weighted average fair value of options granted during the year was £4.75 (2016: £6.11). The weighted average share price at the date of exercise for the rewards exercised is £7.72 (2016: £7.69). The weighted average remaining contractual life for the rewards outstanding as at 31 December 2017 is 1.5 years (2016: 1.3 years).

21. Related party transactions

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

The Company provides management services to fellow subsidiaries within the Phoenix Group, in the form of staff and other services, under management services agreements. The income received by the Company for the year ended 31 December 2017 amounted to £139,002,000 (2016: £124,032,000). The Company incurred interest on amounts due from fellow subsidiaries of £302,000 (2016: charged interest of £531,000).

The Company recognised expenses totalling £3,200,000 (2016: £3,200,000) with PGMS, as a result of its profit share arrangement described in note 15. Additionally, it incurred costs of £9,716,000 (2016: £557,000) with Axa Sun Life Direct Limited, a fellow subsidiary.

At 31 December 2017, the Company held legal title to a portfolio of residential, equity release mortgages with a fair value of £96m (2016: £105m) which it administers on behalf of PLL and its fully owned special purpose vehicle PER1L. The economic exposure to this portfolio resides with PLL. Any further risk is mitigated by the receipt of a guarantee from PGH2.

Amounts due to related parties

	2017 £000	2016 £000
Other amounts due to fellow subsidiaries (note 13)	9,370	4,244

Amounts due from related parties

	2017 £000	2016 £000
Other amounts due from parent	177	237
Other amounts due from fellow subsidiaries	11,608	17,132

Key management compensation
The total compensation payable to employees classified as key management, which comprises the Directors, is disclosed in note 6.

Payments made to Directors of the Company's parent companies amounted to £1,496,466 (2016: £1,547,836) principally comprising remuneration and other benefits.

Dividends paid by the ultimate parent company to key management during the year amounted to £16,145 (2016: £16,701).

Parent and ultimate parent entity
Information on the Company's parent and ultimate parent is given in note 22.

22. Other information

The Company's principal place of business is the United Kingdom. The Company's immediate parent is Pearl Group Holdings (No.2) Limited and its ultimate parent is Phoenix Group Holdings, a company incorporated in the Cayman Islands and resident in United Kingdom. A copy of the financial statements of Phoenix Group Holdings can be obtained from the Company Secretary, 100 St Paul's Churchyard, London, EC4M 8BU or www.thephoenixgroup.com.