Pension Insurance Corporation plc

Interim Management Statement
First Quarter 2015

Removing risk from pension funds

PENSION INSURANCE CORPORATION

Contents

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Pension Insurance Corporation plc is a public limited company registered in England and Wales under company number 05706720. It is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority (FRN 454345). Pension Services Corporation Limited is a limited company registered in England and Wales under company number 8019046 and provides services to PIC. Registered offices of both companies are at 14 Cornhill, London EC3V 3ND.

Summary of First Quarter 2015 Results

IFRS Underlying Operating Profit (£m)
Change from Q1 2014 of 30%

Q1 2015:	**30**
Q1 2014:	23
FY 2014:	116

IFRS Operating Profit (£m)
Change from Q1 2014 of (13)%

Q1 2015:	**21**
Q1 2014:	24
FY 2014:	154

IFRS Pre-tax Profit (£m)
Change from Q1 2014 of (68)%

Q1 2015:	**8**
Q1 2014:	25
FY 2014:	170

New Business Premium (£m)
Change from Q1 2014 of (50)%

Q1 2015:	**67**
Q1 2014:	135
FY 2014:	2,646

Assets Under Management (£m)
Change from FY 2014 of 6%

Q1 2015:	**14,002**
Q1 2014:	9,418
FY 2014:	13,189

Pillar 1 Solvency Ratio
Change from FY 2014 of (1)%

Q1 2015:	**269%**
Q1 2014:	231%
FY 2014:	270%

£m	2008	2009	2010	2011	2012	2013	2014	**2015 YTD**
New business premiums	1,572	1,089	718	615	1,512	3,663	2,646	**67**
Profit before tax	(60)	18	90	12	184	114	170	**8**
Pillar 1 solvency ratio	232%	189%	209%	190%	251%	249%	270%	**269%**
Embedded value	n/a*	n/a*	n/a*	619	830	1,226	1,550	**1,635**

* Embedded value for 2008-2010 was not prepared on a PIC stand-alone basis.

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Financial Commentary

The Financial Model

PIC's strategy is to manage the assets associated with defined benefit pension scheme liabilities and to make a consistent margin on these assets over the very long term. The liabilities that we take on are in respect of the obligations to pay the pensions of members or former members of pension schemes. As these obligations are highly predictable and the majority are non-callable, we are able to invest in assets with a very long-term investment horizon.

We operate in a highly regulated environment where our prudential regulator, the Prudential Regulation Authority ("PRA"), requires us to invest our assets and measure our liabilities in accordance with strict and detailed rules and guidance. The PRA also requires us to hold capital over and above the assets required to pay out member benefits, as an additional safeguard for policyholders. The published statutory measure of our regulatory capital strength is referred to as the Pillar 1 basis, but we are also required to calculate our capital strength on a private basis referred to as Pillar 2, which is agreed with the PRA having regard to our particular circumstances.

Our main income derives from new business premiums and investment returns. Our principal outgoings are pension related payments to individuals, investment management expenses and general management expenses, against which we maintain actuarially calculated reserves and provisions.

As a long-term business we complement our IFRS disclosures with additional information on an "embedded value" basis, which attempts to capture the inherent future value of the emerging margins in our business that are not recognised in our IFRS reporting. Ultimately our embedded value will be realised as cash in our IFRS accounts.

Presentation of Financial Results

The IFRS basis results for the quarters ended 31 March 2015 and 31 March 2014 are unaudited and they have not been reviewed in accordance with International Standard on Review Engagements 2410. The 2014 full year IFRS basis results have been derived from the 2014 statutory accounts. The auditors have reported on the 2014 statutory accounts, which have been delivered to the Registrar of Companies. The auditors' report was (i) unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

The embedded value results for the quarters ended 31 March 2015 and 31 March 2014 are unaudited. The 2014 year end embedded value results have been derived from the PIC embedded value report for the year ended 31 December 2014, which included an unqualified audit report from the auditors.

Because of the nature of our business, we present our results on a number of different bases, all of which provide different insights into the Company. The following paragraphs provide a summary of the different methods and insights offered by each basis.

IFRS

The first quarter IFRS results are prepared on the same basis as those required for annual statutory reporting purposes. For the Company, these results are closely aligned with the methodology used to prepare the Pillar 1 capital basis. This means that they are prepared on a "prudent" basis, recognising liabilities in full using best-estimate assumptions, to which margins for prudence are added, with no credit taken for future earnings.

The discount rate used to value the future liabilities is derived from the yield on the asset portfolio that we hold, but with appropriate adjustments to ensure that the discount rate itself is on a prudent basis.

Because of this prudent approach, the impact of new business on the accounts is typically fairly small, and can be negative. The value arising from new business written emerges over many years, and the IFRS accounts will only reflect this emerging value over the lifetime of the new business.

IFRS Based Measures of Profit or Loss ("Operating Profit")

Operating profit has been defined to reflect the activities which are core to PIC's business, and to reflect the management choices and decisions around those activities. This encompasses the writing and management of bulk annuity contracts, the management of risk through reinsurance, and the day-to-day investment and management of the insurance assets and liabilities.

Within this, we have defined a measure of "underlying operating profit", which captures the returns we make from our in-force book of insurance liabilities and expected long-term returns from our surplus assets.

Non-operating profit encompasses the impacts of the wider economic environment on the Company, as well as one-off expenses and the effects of actuarial assumption changes, where PIC is required to recognise the overall impact of changes within one discrete accounting period.

The operating profit basis is more aligned to the way management view the business, and the decisions which management makes around the Company's core activities. Accordingly, commentary is presented on an operating profit basis, rather than on the statutory income statement basis.

Financial Commentary

Embedded Value

The embedded value result seeks to build on the IFRS results. The starting point is the IFRS balance sheet, but to this is added an estimate of the after-tax value that is expected to emerge in the future from the release of the margins built in to the actuarial valuation of the in-force business. It is essentially a discounted cash flow valuation of the business. The embedded value result is prepared in accordance with principles laid down in 2004 by the CFO Forum, a representative body of the European insurance industry. These principles act as an industry standard on the preparation of embedded values.

The embedded value consists of three main elements:

- The "net worth" is essentially the IFRS net assets, but with some adjustments to reflect fair value movements in the Company's debt as well as differences between IFRS and Pillar 1 solvency reporting.
- The "value of in-force business" ("VIF") is designed to capture the present value of the after-tax return for shareholders that will be generated by policies currently on our books. It represents a combination of the release of the prudent margins we are required to hold for regulatory purposes and the investment return on the reserves held over and above that assumed in the actuarial valuation.
- The "cost of capital" is the frictional cost applied to the regulatory capital that is required to be held in the business to meet our regulatory obligations.

Solvency Capital Requirement

The Solvency Capital Requirement sets out the calculation of net assets over and above the minimum capital that the PRA requires regulated companies to hold. This is typically expressed as a percentage of the required capital. At the end of March 2015, the ratio for PIC was 269%, calculated on a Pillar 1 basis.

IFRS Results

Income Statement – Statutory Basis

£m	3 months ended 31 March 2015	3 months ended 31 March 2014	Year ended 31 December 2014
New business premiums	**67**	135	2,646
Reinsurance premiums	**(4)**	(3)	(176)
Reinsurance recapture received	**356**	–	–
Net premiums	**419**	132	2,470
Investment income	**85**	70	314
Realised and unrealised investment movements	**346**	236	1,471
Total revenue	**850**	438	4,255
Net claims payments	**(130)**	(98)	(436)
Acquisition and management expenses	**(14)**	(16)	(60)
Debt interest	**(5)**	–	(10)
Change in insurance liabilities	**(693)**	(299)	(3,579)
Total claims and expenses	**(842)**	(413)	(4,085)
Net profit before taxation	**8**	25	170
Tax on net profit	**(2)**	(5)	(35)
Net profit after taxation	**6**	20	135

Income Statement – Operating Profit Basis

£m	3 months ended 31 March 2015	3 months ended 31 March 2014	Year ended 31 December 2014
Return earned on insurance book	**19**	12	65
Return earned on surplus assets	**11**	11	51
Underlying operating profit	**30**	23	116
New business and reinsurance	**(6)**	(1)	38
Other changes to in-force business	**(3)**	2	–
Operating profit before tax	**21**	24	154
Short-term fluctuations in return	**(9)**	8	118
Model and assumption changes	**18**	(5)	(85)
Non-recurring costs	**(17)**	(2)	(7)
Debt interest	**(5)**	–	(10)
Total non-operating profit	**(13)**	1	16
Net profit before taxation	**8**	25	170
Tax on net profit	**(2)**	(5)	(35)
Net profit after taxation	**6**	20	135

Commentary

Definitions of terms used in operating profit presentation

Underlying operating profit is defined as the net spread earned on the assets backing the Company's insurance liabilities, plus the return earned in the period on surplus assets, based on a long-term expectation of the returns that are achievable.

Operating profit, in addition to these categories, also contains the IFRS impacts of the new business and reinsurance contracts which have been written during the period.

Other items are treated as non-operating profits or losses, and are presented "below the line". Items shown as non-operating profits or losses have the nature of:

- items arising from market events/ movements;
- items of a one-off or exceptional nature which are not expected to recur; or
- items where, due to the nature of insurance accounting, the Company is obliged to capitalise a multi-year effect and show it within a single accounting period.

Items treated as non-operating include:

- short-term variations from the long-term investment assumptions used above;
- one-off costs, such as project or restructuring costs;
- financing costs, such as the interest payable on the subordinated debt issued by PIC; and
- changes in long-term insurance assumptions, where multiple years' worth of income or expense must be recognised in a single accounting period.

IFRS Results

Overall

PIC's IFRS underlying operating profit before tax was £30m for the first three months to 31 March 2015, ahead of the same period in 2014 (£23m), and operating profit before tax was £21m (Q1 2014: £24m).

IFRS profit before tax for the first three months of 2015 was £8m, significantly down on the same period of last year (£25m).

Further commentary and explanations of the classifications used are given below.

Operating profit items

Return earned on insurance book

The return earned on the insurance book represents the spread earned on the assets which are held to back the insurance liabilities. During the period to 31 March 2015 this was £19m, compared to £12m for the same period in 2014. During the first three months of 2015, the return which PIC has been able to generate on its insurance book has fallen in basis point terms, but has been applied to a larger base of assets. This reflects the significant new business written by PIC over the last 12 months, and the rise in insurance liabilities from £8,381m at 31 March 2014 to £12,353m at 31 March 2015.

Return earned on surplus assets

The return earned on surplus assets is calculated using an expectation of the long-term rate which the surplus assets will earn, but which will vary according to the mix of surplus assets held at the start of each quarter. This means that any short-term variations, up or down, in market movements outside the long-term expectation, are smoothed out. The variations are still recorded and accounted for, but are recognised outside of operating profit, and instead are included in non-operating profit.

During the period to 31 March 2015, the return earned on surplus assets was £11m, the same as in the first three months of 2014. While the surplus assets in PIC have increased significantly over that time, from £898m at the start of 2014 to £1,375m at the end of December 2014, the impact of this increase was offset by a decrease in the overall rate that portfolio of assets was expected to earn, reflecting falls in long-term interest rate expectations, particularly in the second half of 2014.

New business and reinsurance

PIC completed two new business transactions in the first three months of 2015. The reinsurance treaty with Pension Security Insurance Corporation Limited ("PSIC") was recaptured in the quarter. This is included in the non-recurring costs section below.

New business and reinsurance activity, together with the premium related adjustments, contributed a £6m loss to the operating profit in the period to 31 March 2015 compared to a £1m loss in the same period of 2014.

Other changes to in-force business

This primarily represents the variance between actual and expected claims and demographic experience, and is an adverse £(3)m in the first three months of 2015, compared to a £2m profit in the same period of 2014.

Items in non-operating profit

Short-term fluctuations in return

This item mainly relates to the differences between the "expected" returns that are included within Operating Profit, and the actual amounts that are recorded for that period.

During the first three months of 2015, short-term fluctuations in return came to £(9)m, compared to £8m in the same period of the prior year.

There were significant fluctuations in credit spreads, interest and inflation rates, particularly in the first two months of 2015. While market conditions have steadied in March, the interest and inflation rates remained slightly below the Q4 2014 levels. The net impact of the inflation rate changes on the results of PIC was a positive £48m in the quarter. Offsetting this was the impact of interest rate changes of £(11)m, credit spread and liquidity premium changes of £(28)m, and other economic variances of £(18)m.

Model and assumption changes

This represents the one-time impacts of changes that are made to actuarial modelling of liabilities, and the impacts of any changes which are made to the assumptions which underpin the calculation of insurance liabilities. The most significant changes made in the first three months of 2015 related to the positive impact of lower investment management fee assumptions.

Non-recurring costs

Non-recurring costs are those costs which are generally one-off and which have been incurred for specific, limited purposes. Generally these are costs for ongoing discrete projects which have a defined lifespan. Such costs amounted to £2m in the first three months of 2015. In addition, the reinsurance treaty between PIC and its sister company, PSIC, was recaptured in March 2015, resulting in one-off restructuring charges to PIC of £15m.

Debt interest

PIC bears an interest cost of approximately £5m per quarter (pre-tax) on its listed loan notes (contractual maturity is July 2024).

Tax

The taxation charge for the quarter ended 31 March 2015 is in line with the effective rate of tax of 20.25% which PIC expects to apply to overall FY 2015 profits.

IFRS Results

Balance Sheet

£m	31 March 2015	31 March 2014	31 December 2014
Assets			
Receivables and other financial assets	**53**	153	64
Financial investments	**14,002**	9,418	13,189
Cash and cash equivalents	**–**	6	5
Total assets	**14,055**	9,577	13,258
Liabilities			
Insurance liabilities	**(12,353)**	(8,381)	(11,660)
Borrowings	**(294)**	–	(294)
Deferred tax liability	**(6)**	(7)	(6)
Current tax liability	**(10)**	(10)	(15)
Insurance and other payables	**(173)**	(213)	(135)
Total liabilities	**(12,836)**	(8,611)	(12,110)
Net assets	**1,219**	966	1,148
Equity			
Share capital	**757**	625	692
Reserves	**462**	341	456
Total equity	**1,219**	966	1,148

Commentary

Net assets increased by £71m in the first three months of 2015, reflecting £65m of additional share capital from PIC's ultimate parent company, Pension Corporation Group Limited ("PCG"), and £6m profit made by PIC during the period.

The increases in both financial investments and insurance liabilities since December 2014 reflect the new business written during the first quarter of 2015, the recapture of the reinsurance arrangement with PSIC in March 2015, as well as the impact of market movements on PIC's assets and associated insurance liabilities during the period.

European Embedded Value

Embedded Value Balance Sheet

£m	31 March 2015	31 March 2014	31 December 2014
Net assets	**1,219**	966	1,148
Effect of movement from IFRS to EV valuation basis	**(99)**	(49)	(83)
Net worth	**1,120**	917	1,065
Value of in-force business	**796**	521	748
Embedded Value before Cost of Capital	**1,916**	1,438	1,813
Cost of Capital at 3.20% pa	**(281)**	(194)	(263)
Embedded value post Cost of Capital	**1,635**	1,244	1,550

Commentary

The increase in EV since December 2014 of £85m reflects the addition of £65m of new share capital into PIC in March 2015, the positive EV impacts of PSIC recapture on the embedded value and investment market movements, offset by the adverse impact of other economic variances and the increase in the cost of capital.

Financial Investments

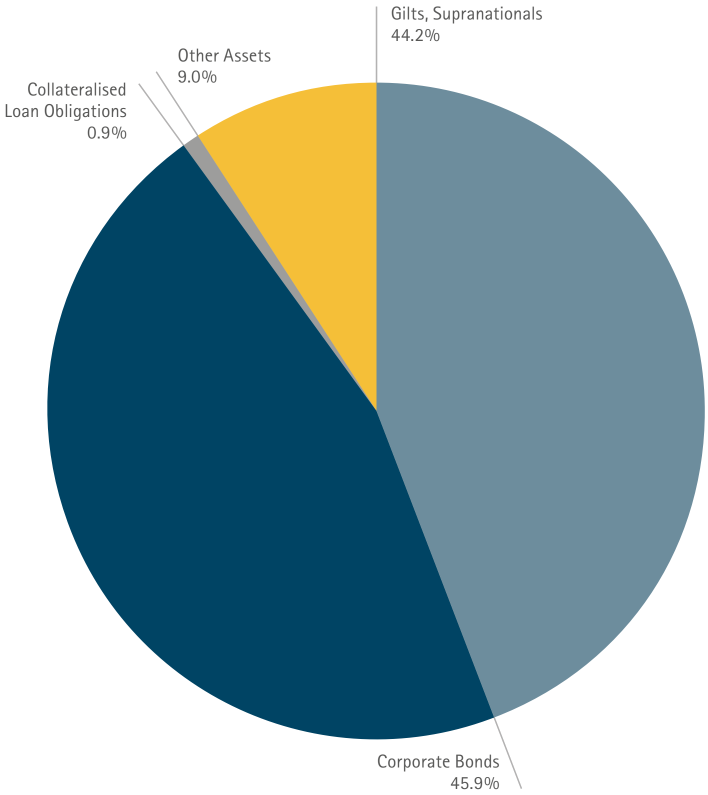
Asset position as of 31 March 2015

PIC Assets (£m)	**31 March 2015 MV (£m)**	**31 March 2015**	31 March 2014 MV (£m)	31 March 2014	31 December 2014 MV (£m)	31 December 2014
Gilts, supranationals	**6,192**	**44.2%**	3,151	33.5%	5,809	44.0%
Corporate bonds*	**6,424**	**45.9%**	5,144	54.6%	6,041	45.8%
Collateralised Loan Obligations	**130**	**0.9%**	167	1.8%	143	1.1%
Other assets**	**1,256**	**9.0%**	956	10.1%	1,196	9.1%
Total Investments	**14,002**	**100.0%**	9,418	100.0%	13,189	100.0%

* Corporate bonds includes Asset Backed Securities.

** Other assets includes principally bilateral bonds and loans, and liquidity funds, as well as smaller holdings of other asset classes.

Breakdown of Aggregate Assets 31 March 2015



Commentary

The overall level of financial investments increased by 6% during Q1 2015, and by 49% since Q1 2014, driven principally by assets acquired on PSIC recapture, new business, new capital and the impact of falling long-term interest rates.

The composition of the portfolio did not alter significantly compared to 31 December 2014, and the proportions of assets invested in corporate bonds, gilts, CLOs and other assets remain broadly comparable to the 2014 year end.

No defaults have been recorded in Q1 2015 (2014 full year: £nil).

Capital and Reserves

Solvency
Pillar 1 basis

£m	**31 March 2015**	31 March 2014	31 December 2014
Shareholder fund assets	**869**	558	917
Long-term fund assets	**12,997**	8,788	12,184
Reserves and provisions	**(12,432)**	(8,429)	(11,726)
Available capital resources	**1,434**	917	1,375
Statutory capital requirements	**(533)**	(397)	(510)
Pillar 1 surplus	**901**	520	865
Pillar 1 solvency ratio	**269%**	231%	270%

Commentary
Under regulatory rules for insurance companies, the capital position is measured by looking at the Available Capital Resources versus the Capital Requirements set out by the PRA.

PIC has consistently maintained a Pillar 1 solvency ratio (the ratio of Available Capital Resources to Capital Requirements) of around 200% or more since inception. Whilst this level is not a target, it nevertheless indicates the financial strength that allows the Company to continue to write new business.

At 31 March 2015 the Pillar 1 solvency ratio was 269%, 1 percentage point lower than the 270% ratio reported at the end of 2014.

Risk Management

Key risks faced by PIC and how these risks are managed

Effective risk management is integral to the success of our business. Our risk management framework seeks to support our overall business strategy, enabling us to manage and mitigate those risks that we believe are unrewarded, and to optimise the capital that we hold to support our business strategy. The following sections are intended to set out the nature of the key risks that we face, and how we manage and mitigate them. A comprehensive governance framework, overseen by the Board of Directors, together with the Board sub-committees, is in place to ensure that risks to our business are appropriately identified, understood, monitored and managed.

Insurance risk

Insurance risk is principally longevity risk, i.e. the risk that our insured policyholders live for longer than we had assumed in our pricing. It also covers the risk that our management expenses are greater than we have assumed for pricing purposes.

Once insurance risk is on our books, we use reinsurance, where it is economic to do so, to pass a proportion on to established, highly rated reinsurance companies. This process ensures that the risks on our balance sheet are managed appropriately, and also acts to validate the assumptions we have made at the point of pricing. Reinsurance counterparties are regularly monitored to ensure they continue to meet our criteria for counterparties.

In respect of expense risk we have a comprehensive expense planning, approval and monitoring framework in place to ensure that expenses are appropriately managed.

Market risk

Predominantly, market risk for PIC arises in three ways:

i. Investment performance. The accounting basis for the vast majority of our assets is fair value. Therefore we are at risk of volatility in investment performance, as prices of our assets rise or fall. The basis of our liability discounting is such that a portion of any rise or fall in investment values due to credit spreads (as opposed to interest rate changes) is factored into the discount rate applied to our liabilities, so that the overall financial impact of such spread changes is dampened. Whilst we have a predominantly buy and hold investment strategy, we closely monitor the performance and credit quality of our financial investments and, where appropriate, take preventative action to mitigate the impact of downgrades and defaults.

ii. Interest rates and inflation. Interest rate and inflation movements have the potential to impact the value of our financial investments. We hedge interest rate and inflation exposures on both our assets and liabilities so as to minimise the impact of movements on our financial strength. This hedging is predominantly done through the use of swaps with highly rated counterparties. We hedge our liabilities plus regulatory required capital and, in consequence, the EV has some exposure to these risk factors.

iii. Currency. A portion of our investment portfolio is held in non-sterling denominated assets. We mitigate the exposure by using currency swaps to convert any non-sterling exposure back to sterling, with limits on the amount of exposure to foreign currencies that we are willing to accept.

Credit risk

Predominantly, credit risk for PIC arises in three ways:

i. Financial investment default. Our holdings of predominantly fixed income securities are used to fund our highly predictable policyholder obligations. Defaults of any of our fixed income securities put at risk our ability to fund our policyholder obligations. To ensure that any risk of default is managed effectively we monitor our investment holdings very closely. Where we use external managers we are careful to ensure that only high quality and expert managers are used to place our investments. Our holdings are subject to on-going monitoring to ensure credit quality is appropriate, and timely action can be taken to manage exposures.

ii. Swap counterparty default. All of our swaps are placed with bank counterparties. All swaps that we enter into are fully collateralised on a daily basis to ensure that any potential losses are minimised.

iii. Reinsurer counterparty default. We make use of extensive reinsurance of our longevity risk and use highly rated reinsurance counterparties. If one of these reinsurers were to default on its obligations then this would require us to increase our longevity related reserves. We monitor the rating of our reinsurance counterparties, and also use collateral provisions where appropriate to minimise our potential loss should a reinsurer default.

Liquidity risk

Liquidity risk is the risk that PIC may not have liquid assets available at the right times to be able to pay its liabilities, despite the fact that it meets its regulatory solvency requirements. This would typically arise if derivative contracts to manage inflation and interest rates required collateral to be posted, a large proportion of deferred policyholders opted to take transfer values, or if a large proportion of assets were invested in assets which are not easy or straightforward to liquidate.

Risk Management

In order to manage this, projected cash flows for all new schemes are determined as a part of the new business origination process to identify the expected profile of liability payments, including expected mortality experience. This is then used to identify appropriate assets, which provide matching cash flows at an acceptable price.

PIC's risk policies define a minimum proportion of its assets to be held in highly liquid cash and gilts, and stress testing is conducted to ensure that there are sufficient liquid assets at all times to meet potential demands from derivative movements under extreme scenarios.

The projected cash flows are updated regularly, and assumptions are updated at least annually, taking into account factors such as mortality experience and how this affects the required cash flows in the future.

Origination risk

Origination risk is the risk that all of the various risks associated with accepting new business are not adequately identified, and that business is written for a price which fails to generate an appropriate risk-adjusted return. Generally, this would result in reduced profits for the Company, but in extreme circumstances this could lead to PIC being loss-making.

There is a clear and detailed process in place to ensure that any new business sought is within the risk appetite of the business, and that all assumptions that go into the new business quotation process are appropriately checked. There is also a post-completion reconciliation process to ensure that the terms on which any new business proposal was entered into were those anticipated.

Regulatory and Conduct risk

Regulatory risk stems principally from the risk of changed solvency requirements including, but not only, uncertainties over the impact and timing of the Solvency II regulations.

PIC maintains an open dialogue with regulators and closely monitors developments in Solvency II. It has a dedicated steering committee to ensure that it is prepared for the final requirements.

Conduct risk is the risk that our behaviours lead to outcomes that are not in the interests of our policyholders. We have a strong ethical culture in place led by the Board to ensure that we minimise any Conduct Risk.

Operational risk

Operational risk is the potential for loss resulting from inadequate or failed internal processes, people and systems, or from external events. The Company's internal control systems are supported by an operational risk committee, the maintenance of a central risk register and an independent internal audit review.

PIC has significant outsourcing arrangements for pension payrolls and other functions. These arrangements are subject to agreements with formal service levels, require the outsourcers to have appropriate business continuity arrangements, operate within agreed authority limits and are subject to regular review by senior management.

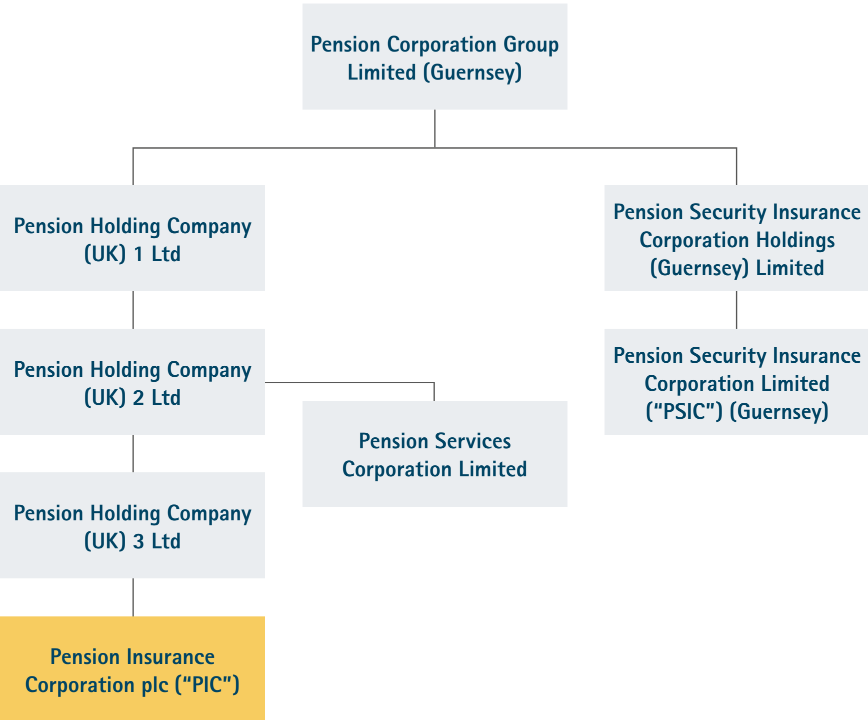
Reputation risk

The main reputation risks relate to the need for PIC to maintain a good reputation with trustees of pension schemes and their advisers in order to attract new business, and with its own policyholders through treating them fairly.

Maintenance of good professional relationships with our trustees and their advisers is key, and our service level commitments are underpinned by using best in class administrators and monitoring their performance. Staff are given regular training to ensure we continue to treat customers fairly.

Appendix:

Summary Structure of the PCG Group



Pension Holding Company (UK) 1, 2 and 3 are non-trading intermediate holding companies.

PCG Group Structure Chart

PIC is the main operating subsidiary in the PCG Group. PSIC is a Guernsey-authorised insurer which provided a small amount of internal reinsurance to PIC (approximately 2.7 per cent of its gross insurance liabilities at the end of 2014). In March 2015, PIC recaptured the PSIC reinsurance treaty, as a result PSIC no longer contains any insurance business.

Pension Services Corporation Limited is the PCG Group's services company, employing all employees within the PCG Group. PIC is dependent upon Pension Services Corporation Limited for the provision of services from its employees, directors and consultants.

Contact Information

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