

Prudential Pensions Limited

Incorporated in England and Wales Registered No 992726

Registered Office: Laurence Pountney Hill, London EC4R 0HH

Annual FSA Insurance Returns for the year ended

31 December 2012

IPRU(INS) Appendices 9.1, 9.3, 9.4, 9.6

Contents

Balance Sheet and Profit and Loss Account

Form 2	Statement of solvency - long-term insurance business	1
Form 3	Components of capital resources	3
Form 13	Analysis of admissible assets	6
Form 14	Long term insurance business liabilities and margins	12
Form 15	Liabilities (other than long term insurance business)	13
Form 16	Profit and loss account (non-technical account)	14

Long Term Insurance Business: Revenue Account and Additional Information

Form 40	Revenue account	15
Form 41	Analysis of premiums	16
Form 42	Analysis of claims	17
Form 43	Analysis of expenses	18
Form 44	Linked funds balance sheet	19
Form 45	Revenue account for internal linked funds	20
Form 46	Summary of new business	21
Form 47	Analysis of new business	22
Form 48	Assets not held to match linked liabilities	25
Form 50	Summary of mathematical reserves	26
Form 51	Valuation summary of non-linked contracts (other than accumulating with-profits contracts)	27
Form 53	Valuation summary of property linked contracts	29
Form 55	Unit prices for internal linked funds	31
Form 58	Distribution of surplus	32
Form 60	Long-term insurance capital requirement	33

Abstract of the Valuation Report	34
---	-----------

Supplementary notes to the return	44
--	-----------

Directors' Certificate	49
-------------------------------	-----------

Auditor's Report	50
-------------------------	-----------

Additional information on derivative contracts	52
---	-----------

Additional information on controllers	53
--	-----------

Statement of solvency - long-term insurance businessName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

Solo solvency calculation

R2	Company registration number	GL/UK/CM	day month year			Units
			31	12	2012	£000
			As at end of this financial year			As at end of the previous year
			1			2

Capital resources

Capital resources arising within the long-term insurance fund	11	13192	10515
Capital resources allocated towards long-term insurance business arising outside the long-term insurance fund	12	17238	11716
Capital resources available to cover long-term insurance business capital resources requirement (11+12)	13	30430	22231

Guarantee fund

Guarantee fund requirement	21	3387	3604
Excess (deficiency) of available capital resources to cover guarantee fund requirement	22	27043	18627

Minimum capital requirement (MCR)

Long-term insurance capital requirement	31	10162	10812
Resilience capital requirement	32	3030	1380
Base capital resources requirement	33	2984	3056
Individual minimum capital requirement	34	13192	12192
Capital requirements of regulated related undertakings	35		
Minimum capital requirement (34+35)	36	13192	12192
Excess (deficiency) of available capital resources to cover 50% of MCR	37	23834	16135
Excess (deficiency) of available capital resources to cover 75% of MCR	38	20536	13087

Enhanced capital requirement

With-profits insurance capital component	39		
Enhanced capital requirement	40	13192	12192

Capital resources requirement (CRR)

Capital resources requirement (greater of 36 and 40)	41	13192	12192
Excess (deficiency) of available capital resources to cover long-term insurance business CRR (13-41)	42	17238	10039

Contingent liabilities

Quantifiable contingent liabilities in respect of long-term insurance business as shown in a supplementary note to Form 14	51		
--	----	--	--

Components of capital resourcesName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

	Company registration number	GL/ UK/ CM	day month year			Units
R3	992726	GL	31	12	2012	£000
		General insurance business	Long-term insurance business	Total as at the end of this financial year	Total as at the end of the previous year	
		1	2	3	4	

Core tier one capital

Permanent share capital	11		6000	6000	6000
Profit and loss account and other reserves	12		40756	40756	31200
Share premium account	13				
Positive valuation differences	14				
Fund for future appropriations	15				
Core tier one capital in related undertakings	16				
Core tier one capital (sum of 11 to 16)	19		46756	46756	37200

Tier one waivers

Unpaid share capital / unpaid initial funds and calls for supplementary contributions	21				
Implicit Items	22				
Tier one waivers in related undertakings	23				
Total tier one waivers as restricted (21+22+23)	24				

Other tier one capital

Perpetual non-cumulative preference shares as restricted	25				
Perpetual non-cumulative preference shares in related undertakings	26				
Innovative tier one capital as restricted	27				
Innovative tier one capital in related undertakings	28				

Total tier one capital before deductions (19+24+25+26+27+28)	31		46756	46756	37200
Investments in own shares	32				
Intangible assets	33				
Amounts deducted from technical provisions for discounting	34				
Other negative valuation differences	35		16326	16326	14969
Deductions in related undertakings	36				
Deductions from tier one (32 to 36)	37		16326	16326	14969
Total tier one capital after deductions (31-37)	39		30430	30430	22231

Components of capital resourcesName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

R3	Company registration number	GL/ UK/ CM	day month year			Units
			31	12	2012	
	992726	GL				£000
		General insurance business	Long-term insurance business	Total as at the end of this financial year	Total as at the end of the previous year	
		1	2	3	4	

Tier two capital

Implicit items, (tier two waivers and amounts excluded from line 22)	41				
Perpetual non-cumulative preference shares excluded from line 25	42				
Innovative tier one capital excluded from line 27	43				
Tier two waivers, innovative tier one capital and perpetual non-cumulative preference shares treated as tier two capital (41 to 43)	44				
Perpetual cumulative preference shares	45				
Perpetual subordinated debt and securities	46				
Upper tier two capital in related undertakings	47				
Upper tier two capital (44 to 47)	49				

Fixed term preference shares	51				
Other tier two instruments	52				
Lower tier two capital in related undertakings	53				
Lower tier two capital (51+52+53)	59				

Total tier two capital before restrictions (49+59)	61				
Excess tier two capital	62				
Further excess lower tier two capital	63				
Total tier two capital after restrictions, before deductions (61-62-63)	69				

Components of capital resourcesName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

R3	Company registration number	GL/UK/CM	day month year			Units
	992726	GL	31	12	2012	£000
		General insurance business	Long-term insurance business		Total as at the end of this financial year	Total as at the end of the previous year
		1	2		3	4

Total capital resources

Positive adjustments for regulated non-insurance related undertakings	71				
Total capital resources before deductions (39+69+71)	72		30430	30430	22231
Inadmissible assets other than intangibles and own shares	73				
Assets in excess of market risk and counterparty limits	74				
Deductions for related ancillary services undertakings	75				
Deductions for regulated non-insurance related undertakings	76				
Deductions of ineligible surplus capital	77				
Total capital resources after deductions (72-73-74-75-76-77)	79		30430	30430	22231

Available capital resources for GENPRU/INSPRU tests

Available capital resources for guarantee fund requirement	81		30430	30430	22231
Available capital resources for 50% MCR requirement	82		30430	30430	22231
Available capital resources for 75% MCR requirement	83		30430	30430	22231

Financial engineering adjustments

Implicit items	91				
Financial reinsurance - ceded	92				
Financial reinsurance - accepted	93				
Outstanding contingent loans	94				
Any other charges on future profits	95				
Sum of financial engineering adjustments (91+92-93+94+95)	96				

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total other than long term insurance business assets**

R13	Company registration number	GL/UK/CM	day month year			Units	Category of assets
			31	12	2012	£000	
	992726	GL	31	12	2012	£000	1
						As at end of this financial year	As at end of the previous year
						1	2
Land and buildings			11				

Investments in group undertakings and participating interests

UK insurance dependants	Shares	21		
	Debts and loans	22		
Other insurance dependants	Shares	23		
	Debts and loans	24		
Non-insurance dependants	Shares	25		
	Debts and loans	26		
Other group undertakings	Shares	27		
	Debts and loans	28		
Participating interests	Shares	29		
	Debts and loans	30		

Other financial investments

Equity shares	41		
Other shares and other variable yield participations	42		
Holdings in collective investment schemes	43		
Rights under derivative contracts	44		
Fixed interest securities	Approved	45	
	Other	46	
Variable interest securities	Approved	47	
	Other	48	
Participation in investment pools	49		
Loans secured by mortgages	50		
Loans to public or local authorities and nationalised industries or undertakings	51		
Loans secured by policies of insurance issued by the company	52		
Other loans	53		
Bank and approved credit & financial institution deposits	One month or less withdrawal	54	18685
	More than one month withdrawal	55	13719
Other financial investments	56		
Deposits with ceding undertakings	57		
Assets held to match linked liabilities	Index linked	58	
	Property linked	59	

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total other than long term insurance business assets**

Company registration number	GL/UK/CM	day	month	year	Units	Category of assets	
R13	992726	GL	31	12	2012	£000	1
						As at end of this financial year	As at end of the previous year
						1	2

Reinsurers' share of technical provisions

Provision for unearned premiums	60		
Claims outstanding	61		
Provision for unexpired risks	62		
Other	63		

Debtors and salvage

Direct insurance business	Policyholders	71	
	Intermediaries	72	
Salvage and subrogation recoveries		73	
Reinsurance	Accepted	74	
	Ceded	75	
Dependants	due in 12 months or less	76	
	due in more than 12 months	77	
Other	due in 12 months or less	78	
	due in more than 12 months	79	

Other assets

Tangible assets	80		
Deposits not subject to time restriction on withdrawal with approved institutions	81	327	249
Cash in hand	82		
Other assets (particulars to be specified by way of supplementary note)	83		
Accrued interest and rent	84	1	4
Deferred acquisition costs (general business only)	85		
Other prepayments and accrued income	86		

Deductions from the aggregate value of assets	87		
---	----	--	--

Grand total of admissible assets after deduction of admissible assets in excess of market risk and counterparty limits (11 to 86 less 87)	89	19013	13972
---	----	-------	-------

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total other than long term insurance business assets**

Company registration number	GL/UK/CM	day	month	year	Units	Category of assets	
R13	992726	GL	31	12	2012	£000	1
					As at end of this financial year	As at end of the previous year	
					1	2	

Reconciliation to asset values determined in accordance with the insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting

Total admissible assets after deduction of admissible assets in excess of market risk and counterparty limits (as per line 89 above)	91	19013	13972
Admissible assets in excess of market and counterparty limits	92		
Inadmissible assets directly held	93		
Capital resources requirement deduction of regulated related undertakings	94		
Ineligible surplus capital and restricted assets in regulated related insurance undertakings	95		
Inadmissible assets of regulated related undertakings	96		
Book value of related ancillary services undertakings	97		
Other differences in the valuation of assets (other than for assets not valued above)	98		
Deferred acquisition costs excluded from line 89	99		
Reinsurers' share of technical provisions excluded from line 89	100		
Other asset adjustments (may be negative)	101		
Total assets determined in accordance with the insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting (91 to 101)	102	19013	13972
Amounts included in line 89 attributable to debts due from related insurers, other than those under contracts of insurance or reinsurance	103		

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total long term insurance business assets**

	Company registration number	GL/UK/CM	day	month	year	Units	Category of assets
	R13		31	12	2012	£000	10
						As at end of this financial year	As at end of the previous year
						1	2
Land and buildings			11				
Investments in group undertakings and participating interests							
UK insurance dependants	Shares		21				
	Debts and loans		22				
Other insurance dependants	Shares		23				
	Debts and loans		24				
Non-insurance dependants	Shares		25				
	Debts and loans		26				
Other group undertakings	Shares		27				
	Debts and loans		28				
Participating interests	Shares		29				
	Debts and loans		30				
Other financial investments							
Equity shares			41				
Other shares and other variable yield participations			42				
Holdings in collective investment schemes			43				
Rights under derivative contracts			44				
Fixed interest securities	Approved		45			14350	14298
	Other		46				
Variable interest securities	Approved		47				
	Other		48				
Participation in investment pools			49				
Loans secured by mortgages			50				
Loans to public or local authorities and nationalised industries or undertakings			51				
Loans secured by policies of insurance issued by the company			52				
Other loans			53				
Bank and approved credit & financial institution deposits	One month or less withdrawal		54			27315	34781
	More than one month withdrawal		55				
Other financial investments			56				
Deposits with ceding undertakings			57				
Assets held to match linked liabilities	Index linked		58				
	Property linked		59			10652995	10090022

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total long term insurance business assets**

Company registration number	GL/UK/CM	day	month	year	Units	Category of assets	
R13	992726	GL	31	12	2012	£000	10
					As at end of this financial year	As at end of the previous year	
					1	2	

Reinsurers' share of technical provisions

Provision for unearned premiums	60		
Claims outstanding	61		
Provision for unexpired risks	62		
Other	63		

Debtors and salvage

Direct insurance business	Policyholders	71		
	Intermediaries	72		
Salvage and subrogation recoveries		73		
Reinsurance	Accepted	74	2360	
	Ceded	75		
Dependants	due in 12 months or less	76		
	due in more than 12 months	77		
Other	due in 12 months or less	78	951	1784
	due in more than 12 months	79		

Other assets

Tangible assets	80		
Deposits not subject to time restriction on withdrawal with approved institutions	81	7452	4450
Cash in hand	82		
Other assets (particulars to be specified by way of supplementary note)	83		
Accrued interest and rent	84	38	44
Deferred acquisition costs (general business only)	85		
Other prepayments and accrued income	86		

Deductions from the aggregate value of assets	87		
---	----	--	--

Grand total of admissible assets after deduction of admissible assets in excess of market risk and counterparty limits (11 to 86 less 87)	89	10705461	10145379
---	----	----------	----------

Analysis of admissible assetsName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Category of assets **Total long term insurance business assets**

Company registration number	GL/UK/CM	day	month	year	Units	Category of assets	
R13	992726	GL	31	12	2012	£000	10
					As at end of this financial year	As at end of the previous year	
					1	2	

Reconciliation to asset values determined in accordance with the insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting

Total admissible assets after deduction of admissible assets in excess of market risk and counterparty limits (as per line 89 above)	91	10705461	10145379
Admissible assets in excess of market and counterparty limits	92		
Inadmissible assets directly held	93		
Capital resources requirement deduction of regulated related undertakings	94		
Ineligible surplus capital and restricted assets in regulated related insurance undertakings	95		
Inadmissible assets of regulated related undertakings	96		
Book value of related ancillary services undertakings	97		
Other differences in the valuation of assets (other than for assets not valued above)	98		
Deferred acquisition costs excluded from line 89	99		
Reinsurers' share of technical provisions excluded from line 89	100	1763022	1572078
Other asset adjustments (may be negative)	101		
Total assets determined in accordance with the insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting (91 to 101)	102	12468483	11717457
Amounts included in line 89 attributable to debts due from related insurers, other than those under contracts of insurance or reinsurance	103	761	666

Long term insurance business liabilities and margins

Name of insurer **Prudential Pensions Limited**
 Global business
 Financial year ended **31 December 2012**
 Total business/Sub fund **Ordinary Long Term**
 Units **£000**

As at end of this financial year 1	As at end of the previous year 2
---	---

Mathematical reserves, after distribution of surplus	11	10674351	10110134
Cash bonuses which had not been paid to policyholders prior to end of the financial year	12		
Balance of surplus/(valuation deficit)	13	13192	10515
Long term insurance business fund carried forward (11 to 13)	14	10687543	10120649
Claims outstanding	Gross	15	
	Reinsurers' share	16	
	Net (15-16)	17	
Provisions	Taxation	21	
	Other risks and charges	22	
Deposits received from reinsurers	23		
Creditors	Direct insurance business	31	185
	Reinsurance accepted	32	5929
	Reinsurance ceded	33	
Debenture loans	Secured	34	
	Unsecured	35	
Amounts owed to credit institutions	36		
Creditors	Taxation	37	1
	Other	38	17733
Accruals and deferred income	39		
Provision for "reasonably foreseeable adverse variations"	41		
Total other insurance and non-insurance liabilities (17 to 41)	49	17918	24730
Excess of the value of net admissible assets	51		
Total liabilities and margins	59	10705461	10145379

Amounts included in line 59 attributable to liabilities to related companies, other than those under contracts of insurance or reinsurance	61	1372	15160
Amounts included in line 59 attributable to liabilities in respect of property linked benefits	62	10652995	10090022

Total liabilities (11+12+49)	71	10692269	10134864
Increase to liabilities - DAC related	72		
Reinsurers' share of technical provisions	73	1763022	1572078
Other adjustments to liabilities (may be negative)	74	(16326)	(14969)
Capital and reserves and fund for future appropriations	75	29518	25484
Total liabilities under insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting (71 to 75)	76	12468483	11717457

Liabilities (other than long term insurance business)Name of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

	Company registration number	GL/UK/CM	day	month	year	Units	
	R15	992726	GL	31	12	2012	£000
						As at end of this financial year 1	As at end of the previous year 2

Technical provisions (gross amount)

Provisions for unearned premiums		11			
Claims outstanding		12			
Provision for unexpired risks		13			
Equalisation provisions	Credit business	14			
	Other than credit business	15			
Other technical provisions		16			
Total gross technical provisions (11 to 16)		19			

Provisions and creditors

Provisions	Taxation	21			
	Other risks and charges	22			
Deposits received from reinsurers		31			
Creditors	Direct insurance business	41			
	Reinsurance accepted	42			
	Reinsurance ceded	43			
Debenture loans	Secured	44			
	Unsecured	45			
Amounts owed to credit institutions		46			
Creditors	Taxation	47		1775	2256
	Foreseeable dividend	48			
	Other	49			
Accruals and deferred income		51			
Total (19 to 51)		59		1775	2256
Provision for "reasonably foreseeable adverse variations"		61			
Cumulative preference share capital		62			
Subordinated loan capital		63			
Total (59 to 63)		69		1775	2256

Amounts included in line 69 attributable to liabilities to related insurers, other than those under contracts of insurance or reinsurance	71				
---	----	--	--	--	--

Amounts deducted from technical provisions for discounting	82				
Other adjustments (may be negative)	83				
Capital and reserves	84			17238	11716
Total liabilities under insurance accounts rules or international accounting standards as applicable to the firm for the purpose of its external financial reporting (69-82+83+84)	85			19013	13972

Profit and loss account (non-technical account)Name of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**

		Company registration number	GL/ UK/ CM	day	month	year	Units	
		R16	992726	GL	31	12	2012	£000
				This financial year		Previous year		
				1		2		
Transfer (to)/from the general insurance business technical account	From Form 20	11						
	Equalisation provisions	12						
Transfer from the long term insurance business revenue account		13				5483		
Investment income	Income	14				51	78	
	Value re-adjustments on investments	15						
	Gains on the realisation of investments	16						
Investment charges	Investment management charges, including interest	17						
	Value re-adjustments on investments	18						
	Loss on the realisation of investments	19						
Allocated investment return transferred to the general insurance business technical account		20						
Other income and charges (particulars to be specified by way of supplementary note)		21						
Profit or loss on ordinary activities before tax (11+12+13+14+15+16-17-18-19-20+21)		29				5534	78	
Tax on profit or loss on ordinary activities		31				12	21	
Profit or loss on ordinary activities after tax (29-31)		39				5522	57	
Extraordinary profit or loss (particulars to be specified by way of supplementary note)		41						
Tax on extraordinary profit or loss		42						
Other taxes not shown under the preceding items		43						
Profit or loss for the financial year (39+41-(42+43))		49				5522	57	
Dividends (paid or foreseeable)		51						
Profit or loss retained for the financial year (49-51)		59				5522	57	

Long-term insurance business : Revenue account

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

Financial year	Previous year
1	2

Income

Earned premiums	11	1033452	1023603
Investment income receivable before deduction of tax	12	407994	393931
Increase (decrease) in the value of non-linked assets brought into account	13	52	2016
Increase (decrease) in the value of linked assets	14	719294	105891
Other income	15		
Total income	19	2160792	1525441

Expenditure

Claims incurred	21	1567481	1256324
Expenses payable	22	16902	22048
Interest payable before the deduction of tax	23	123	83
Taxation	24	3909	7810
Other expenditure	25		14049
Transfer to (from) non technical account	26	5483	
Total expenditure	29	1593898	1300314

Business transfers - in	31		
Business transfers - out	32		
Increase (decrease) in fund in financial year (19-29+31-32)	39	566894	225127
Fund brought forward	49	10120649	9895522
Fund carried forward (39+49)	59	10687543	10120649

Long-term insurance business : Analysis of premiums

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

UK Life	UK Pension	Overseas	Total Financial year	Total Previous year
1	2	3	4	5

Gross

Regular premiums	11		373		373	432
Single premiums	12		1337437		1337437	1333413

Reinsurance - external

Regular premiums	13					
Single premiums	14		304358		304358	310242

Reinsurance - intra-group

Regular premiums	15					
Single premiums	16					

Net of reinsurance

Regular premiums	17		373		373	432
Single premiums	18		1033079		1033079	1023171

Total

Gross	19		1337810		1337810	1333845
Reinsurance	20		304358		304358	310242
Net	21		1033452		1033452	1023603

Long-term insurance business : Analysis of claims

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

UK Life	UK Pension	Overseas	Total Financial year	Total Previous year
1	2	3	4	5

Gross

Death or disability lump sums	11		3508		3508	3343
Disability periodic payments	12					
Surrender or partial surrender	13		1868938		1868938	1371881
Annuity payments	14		8851		8851	11626
Lump sums on maturity	15		315		315	683
Total	16		1881612		1881612	1387533

Reinsurance - external

Death or disability lump sums	21		359		359	315
Disability periodic payments	22					
Surrender or partial surrender	23		307299		307299	124097
Annuity payments	24					
Lump sums on maturity	25					
Total	26		307658		307658	124412

Reinsurance - intra-group

Death or disability lump sums	31					
Disability periodic payments	32					
Surrender or partial surrender	33		11		11	
Annuity payments	34		6462		6462	6797
Lump sums on maturity	35					
Total	36		6473		6473	6797

Net of reinsurance

Death or disability lump sums	41		3149		3149	3028
Disability periodic payments	42					
Surrender or partial surrender	43		1561628		1561628	1247784
Annuity payments	44		2389		2389	4829
Lump sums on maturity	45		315		315	683
Total	46		1567481		1567481	1256324

Long-term insurance business : Analysis of expenses

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

UK Life	UK Pension	Overseas	Total Financial year	Total Previous year
1	2	3	4	5

Gross

Commission - acquisition	11				
Commission - other	12				
Management - acquisition	13		495	495	576
Management - maintenance	14		15695	15695	20515
Management - other	15		712	712	957
Total	16		16902	16902	22048

Reinsurance - external

Commission - acquisition	21				
Commission - other	22				
Management - acquisition	23				
Management - maintenance	24				
Management - other	25				
Total	26				

Reinsurance - intra-group

Commission - acquisition	31				
Commission - other	32				
Management - acquisition	33				
Management - maintenance	34				
Management - other	35				
Total	36				

Net of reinsurance

Commission - acquisition	41				
Commission - other	42				
Management - acquisition	43		495	495	576
Management - maintenance	44		15695	15695	20515
Management - other	45		712	712	957
Total	46		16902	16902	22048

Long-term insurance business : Linked funds balance sheetName of insurer **Prudential Pensions Limited**

Total business

Financial year ended **31 December 2012**Units **£000**

Financial year	Previous year
1	2

Internal linked funds (excluding cross investment)

Directly held assets (excluding collective investment schemes)	11	9383889	8899628
Directly held assets in collective investment schemes of connected companies	12	1148960	1131794
Directly held assets in other collective investment schemes	13	144701	90302
Total assets (excluding cross investment) (11+12+13)	14	10677550	10121724
Provision for tax on unrealised capital gains	15		
Secured and unsecured loans	16		
Other liabilities	17	24555	31702
Total net assets (14-15-16-17)	18	10652995	10090022

Directly held linked assets

Value of directly held linked assets	21		
--------------------------------------	----	--	--

Total

Value of directly held linked assets and units held (18+21)	31	10652995	10090022
Surplus units	32		
Deficit units	33		
Net unit liability (31-32+33)	34	10652995	10090022

Long-term insurance business : Revenue account for internal linked funds

Name of insurer **Prudential Pensions Limited**
 Total business
 Financial year ended **31 December 2012**
 Units **£000**

Financial year	Previous year
1	2

Income

Value of total creation of units	11	1033452	1023603
Investment income attributable to the funds before deduction of tax	12	407133	392770
Increase (decrease) in the value of investments in the financial year	13	721269	105951
Other income	14		
Total income	19	2161854	1522324

Expenditure

Value of total cancellation of units	21	1567481	1256324
Charges for management	22	28545	27205
Charges in respect of tax on investment income	23	1926	2572
Taxation on realised capital gains	24		
Increase (decrease) in amount set aside for tax on capital gains not yet realised	25		
Other expenditure	26	929	1188
Total expenditure	29	1598881	1287289

Increase (decrease) in funds in financial year (19-29)	39	562973	235035
Internal linked fund brought forward	49	10090022	9854987
Internal linked funds carried forward (39+49)	59	10652995	10090022

Long-term insurance business : Summary of new business

Name of insurer **Prudential Pensions Limited**
 Total business
 Financial year ended **31 December 2012**
 Units **£000**

UK Life 1	UK Pension 2	Overseas 3	Total Financial year 4	Total Previous year 5
--------------	-----------------	---------------	------------------------------	-----------------------------

**Number of new policyholders/
scheme members for direct insurance business**

Regular premium business	11				
Single premium business	12				
Total	13				

Amount of new regular premiums

Direct insurance business	21				
External reinsurance	22				
Intra-group reinsurance	23				
Total	24				

Amount of new single premiums

Direct insurance business	25		678548		678548	727730
External reinsurance	26		24775		24775	28686
Intra-group reinsurance	27		634114		634114	576997
Total	28		1337437		1337437	1333413

Long-term insurance business : Assets not held to match linked liabilities

Name of insurer **Prudential Pensions Limited**
 Category of assets **10 Total long term insurance business assets**
 Financial year ended **31 December 2012**
 Units **£000**

Unadjusted assets	Economic exposure	Expected income from assets in column 2	Yield before adjustment	Return on assets in financial year
1	2	3	4	5

Assets backing non-profit liabilities and non-profit capital requirements

Land and buildings	11					
Approved fixed interest securities	12	14388	14388	577	2.28	
Other fixed interest securities	13					
Variable interest securities	14					
UK listed equity shares	15					
Non-UK listed equity shares	16					
Unlisted equity shares	17					
Other assets	18	38078	38078	101	0.27	
Total	19	52466	52466	678	0.82	

Assets backing with-profits liabilities and with-profits capital requirements

Land and buildings	21					
Approved fixed interest securities	22					
Other fixed interest securities	23					
Variable interest securities	24					
UK listed equity shares	25					
Non-UK listed equity shares	26					
Unlisted equity shares	27					
Other assets	28					
Total	29					

Overall return on with-profits assets

Post investment costs but pre-tax	31					
Return allocated to non taxable 'asset shares'	32					
Return allocated to taxable 'asset shares'	33					

Long-term insurance business : Summary of mathematical reserves

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

UK Life	UK Pension	Overseas	Total Financial year	Total Previous year
1	2	3	4	5

Gross

Form 51 - with-profits	11				
Form 51 - non-profit	12		78186	78186	82991
Form 52	13				
Form 53 - linked	14		12344136	12344136	11585758
Form 53 - non-linked	15		21356	21356	20112
Form 54 - linked	16				
Form 54 - non-linked	17				
Total	18		12443679	12443679	11688861

Reinsurance - external

Form 51 - with-profits	21				
Form 51 - non-profit	22				
Form 52	23				
Form 53 - linked	24		1691141	1691141	1495736
Form 53 - non-linked	25				
Form 54 - linked	26				
Form 54 - non-linked	27				
Total	28		1691141	1691141	1495736

Reinsurance - intra-group

Form 51 - with-profits	31				
Form 51 - non-profit	32		78186	78186	82991
Form 52	33				
Form 53 - linked	34				
Form 53 - non-linked	35				
Form 54 - linked	36				
Form 54 - non-linked	37				
Total	38		78186	78186	82991

Net of reinsurance

Form 51 - with-profits	41				
Form 51 - non-profit	42				
Form 52	43				
Form 53 - linked	44		10652995	10652995	10090022
Form 53 - non-linked	45		21356	21356	20112
Form 54 - linked	46				
Form 54 - non-linked	47				
Total	48		10674351	10674351	10110134

Long-term insurance business : Unit prices for internal linked funds

Name of insurer
Prudential Pensions Limited
 Total business
 Financial year ended
31 December 2012
 Units
£000

Fund name 1	Type of fund 2	Net assets 3	Main series 4	Unit management charge 5	Price at previous valuation date 6	Price at current valuation date 7	Change in price during year 8
All Stocks Corporate Bond	24 - group managed fund - other managed fund	4395552	GILP	0.30	20.7121	23.6998	14.43
Cash Fund	24 - group managed fund - other managed fund	211418	GILP	0.10	77.5754	77.8468	0.35
Corporate Bond	24 - group managed fund - other managed fund	1196473	GILP	0.30	26.5173	30.2511	14.08
Europe	26 - group managed fund - overseas equity	178031	GILP	0.50	16.9112	19.1841	13.44
Fixed Interest	24 - group managed fund - other managed fund	101890	GILP	0.25	471.2687	482.2562	2.33
Index Linked	24 - group managed fund - other managed fund	310940	GILP	0.25	382.7287	386.9829	1.11
Index Linked Passive	24 - group managed fund - other managed fund	153216	GILP	0.10	29.5772	29.7290	0.51
Long Term GILT	24 - group managed fund - other managed fund	329714	GILP	0.10	42.4624	43.6538	2.81
North America	26 - group managed fund - overseas equity	183894	GILP	0.50	16.4657	18.1705	10.35
Property	27 - group managed fund - property	571374	GILP	0.55	489.8246	492.5028	0.55
UK Specialist Equity	25 - group managed fund - UK equity	828082	GILP	0.75	30.4873	33.4280	9.65
Equity Growth	25 - group managed fund - UK equity	135509	GILP	0.75	10.6445	12.0043	12.77
Equity Dividend	25 - group managed fund - UK equity	101087	GILP	0.75	10.5187	12.1344	15.36
Global Leaders	26 - group managed fund - overseas equity	188916	GILP	0.75	10.3608	11.2580	8.66

Long-term insurance business : Distribution of surplus

Name of insurer **Prudential Pensions Limited**
 Total business / subfund **Ordinary Long Term**
 Financial year ended **31 December 2012**
 Units **£000**

Financial year	Previous year
1	2

Valuation result

Fund carried forward	11	10687543	10120649
Bonus payments in anticipation of a surplus	12		
Transfer to non-technical account	13	5483	
Transfer to other funds / parts of funds	14		
Subtotal (11 to 14)	15	10693026	10120649
Mathematical reserves	21	10674351	10110134
Surplus including contingency and other reserves held towards the capital requirements (deficiency) (15-21)	29	18675	10515

Composition of surplus

Balance brought forward	31	10515	8333
Transfer from non-technical account	32		
Transfer from other funds / parts of fund	33		
Surplus arising since the last valuation	34	8160	2182
Total	39	18675	10515

Distribution of surplus

Bonus paid in anticipation of a surplus	41		
Cash bonuses	42		
Reversionary bonuses	43		
Other bonuses	44		
Premium reductions	45		
Total allocated to policyholders (41 to 45)	46		
Net transfer out of fund / part of fund	47	5483	
Total distributed surplus (46+47)	48	5483	
Surplus carried forward	49	13192	10515
Total (48+49)	59	18675	10515

Percentage of distributed surplus allocated to policyholders

Current year	61		
Current year - 1	62		
Current year - 2	63		
Current year - 3	64		

Long-term insurance capital requirementName of insurer **Prudential Pensions Limited**

Global business

Financial year ended **31 December 2012**Units **£000**

LTICR factor	Gross reserves / capital at risk	Net reserves / capital at risk	Reinsurance factor	LTICR Financial year	LTICR Previous year
1	2	3	4	5	6

Insurance death risk capital component

Life protection reinsurance	11	0.0%				
Classes I (other), II and IX	12	0.1%				
Classes I (other), II and IX	13	0.15%				
Classes I (other), II and IX	14	0.3%				
Classes III, VII and VIII	15	0.3%				
Total	16					

Insurance health risk and life protection reinsurance capital component

Class IV supplementary classes 1 and 2 and life protection reinsurance	21					
--	----	--	--	--	--	--

Insurance expense risk capital component

Life protection and permanent health reinsurance	31	0%					
Classes I (other), II and IX	32	1%	78186		0.85	665	705
Classes III, VII and VIII (investment risk)	33	1%	21506	21506	1.00	215	203
Classes III, VII and VIII (expenses fixed 5 yrs +)	34	1%					
Classes III, VII and VIII (other)	35	25%				6643	7178
Class IV (other)	36	1%					
Class V	37	1%					
Class VI	38	1%					
Total	39					7523	8086

Insurance market risk capital component

Life protection and permanent health reinsurance	41	0%					
Classes I (other), II and IX	42	3%	78186		0.85	1994	2116
Classes III, VII and VIII (investment risk)	43	3%	21506	21506	1.00	645	610
Classes III, VII and VIII (expenses fixed 5 yrs +)	44	0%					
Classes III, VII and VIII (other)	45	0%	12343986	10652845			
Class IV (other)	46	3%					
Class V	47	0%					
Class VI	48	3%					
Total	49		12443678	10674351		2639	2726

Long term insurance capital requirement	51					10162	10812
--	-----------	--	--	--	--	-------	-------

VALUATION REPORT ON PRUDENTIAL PENSIONS LIMITED

Valuation Report as at 31 December 2012

1. Introduction

- (1) The investigation relates to 31 December 2012.
- (2) The previous investigation related to 31 December 2011.
- (3) No interim valuations have been carried out for the purposes of rule 9.4 since 31 December 2011.

2. Product range

There were no significant changes in products during 2012.

3. Discretionary charges and benefits

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) The annual management charge for investments in the following funds have changed. Otherwise there have been no changes to service charges on linked policies.

Fund Charge	31 December 2012 bps	31 December 2011 bps
MPP4 Active Global Equity	85.0	70.0
MPP4 MFS Active Global Equity	85.0	70.0
MPP4 The Plan Active Global Equity	85.0	70.0
MPP4 MFS Meridian Global Equity	85.0	70.0

- (5) There have been no changes to benefit charges on linked policies.
- (6) Not applicable.
- (7)
 - (a) The creation price is the cash cost of purchasing an identical portfolio of assets to that in the unit fund including all the costs that would be incurred in purchasing such assets, divided by the number of units in existence.

The cancellation price is the cash amount for which the assets of the unit fund can be sold net of all costs that would be incurred in disposing of the assets, divided by the number of units in existence.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

Specific points for each of the groups of internal linked funds are as follows:

GILP Funds

The "Single Swinging Pricing" approach is used. If the net cashflow on the day is positive, all transactions are at the offer price. If the net cashflow on the day is negative, all transactions are at the cancellation (bid/bid) price. For Fund of Funds, the cash balance in the fund may also be taken into account when deciding upon the pricing basis.

Unit prices are calculated daily and transactions in these funds are carried out at the next available price (i.e. on a forward pricing basis). The valuation point of each fund is 9.00 p.m.

Series 1, 2, 3 & 4 Funds

Series 1, 2, 3 & 4 Funds are invested in the GILP Funds or funds managed by external companies such as Blackrock, Baillie Gifford, Newton and Schroders. The funds buy and sell units in the GILP Funds at the prevailing daily swinging price.

A smoothed equity approach is taken to unit pricing. This is different to the approach adopted for GILP Funds. Units are allocated to policyholders at the offer price and de-allocated at the bid price. When the trend in the number of units in a unit fund is believed to be upward, the bid price is the creation price. If the trend in the number of units is believed to be downward the bid price is the cancellation price. Where the trend is unclear or changing the bid price may be between the creation price and the cancellation price. The offer price is then set equal to the bid price plus the initial charge plus a rounding adjustment, not exceeding 0.1p (there is no initial charge for Series 2, Series 3 and Series 4 Funds and so there is only a single price applied to policyholders).

Pru-Link Funds

The Pru-Link Managed Fund is wholly invested in units of the GILP Discretionary Fund. The Pru-Link Cash Fund is wholly invested in units of the GILP Cash Fund. The creation and cancellation prices are determined once a week by reference to the appropriate GILP price. Transactions are carried out at the next available price (i.e. on a forward pricing basis).

Pru-Link Funds buy and sell GILP units at the current GILP price. No further adjustments are made for buying or selling expenses.

Units are allocated to policyholders at the offer price and deallocated at the bid price. The Pru-Link Cash Fund price is based on the GILP Cash Fund creation price. The Pru-Link Managed Fund price is based on the GILP Discretionary Fund price and the bid price is currently based on the GILP cancellation price. The offer price is then set equal to the bid price plus the initial charge plus a rounding adjustment not exceeding 0.1p. (The initial charge was removed on 1 April 2001).

- (b) Unit pricing bases are determined at fund level, so all policies invested in the same fund have the same basis applied.
- (c) Not applicable.
- (8) Not applicable as the Company writes pension business only.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

(9) Not applicable as the Company writes pension business only.

(10) Not applicable.

4. Valuation basis (other than for special reserves)

At 31 December 2012 the total gross mathematical reserves amounted to £12,444m. The lesser of £10m and 1% of the total gross mathematical reserves was therefore equal to £10m.

(1) Non-linked and index-linked annuities in payment

The mathematical reserve for annuities in payment is the present value of future annuity payments, plus a provision for expenses.

Unit-linked group pensions

The mathematical reserves for linked business consist of the unit liability together with a non-unit liability. A discounted cashflow method of valuation is used to determine the non-unit liability allowing for the value of future attributable expenses less the value of future management charges. An additional reserve for non-attributable expenses is calculated at a homogeneous risk group level as described in section 6(6).

No allowance has been made for increasing fund management charges. However, the Company reserves the right to do so after the appropriate period of notice and to a level consistent with industry practice.

No reserve for tax on unrealised capital gains is required, as only pension business is written.

A reserve is held for the guarantee that the unit price of the Pru-Link Cash Fund will not go down.

The unit liability has been obtained by valuing the units allocated to policyholders at the valuation unit price. This price is based on the bid price of the assets and includes investment income received.

(2) The interest rates used are as follows:

Product code number	Product description	31 December 2012	31 December 2011
400	Annuity non-profit (CPA) – individual annuities in payment (reassurance ceded to Prudential Annuities Limited)	3.34%	3.95%
725	Individual pensions property linked	2.00%	2.25%
735	Group money purchase pensions property linked	2.00%	2.25%

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

(3) Not applicable.

(4)

Product code number	Product description	31 December 2012	31 December 2011
400	Annuity non-profit (CPA) – individual annuities in payment (reassurance ceded to Prudential Annuities Limited)		
	Mortality table	Modified 99% PCMA00 / 89% PCFA00	Modified 98% PCMA00 / 88% PCFA00
	Expectation of life age 65	24.7 (M), 26.8 (F)	24.5 (M), 25.7 (F)
	Expectation of life age 75	15.1 (M), 17.0 (F)	14.9 (M), 16.3 (F)

Mortality bases used at 31 December 2012 and 31 December 2011

Annuities are generally valued using a percentage of the 00 series PCxA tables for annuitants and pensioners. In order to allow for mortality improvement, future improvement factors are applied from 2000. For males these future improvement factors are in line with Prudential's own calibration of the CMI 2011 mortality model (CMI 2009 at 31 December 2011), with a long term improvement rate of 2.25% p.a. For females, future improvement factors are in line with Prudential's own calibration of the CMI 2011 mortality model (CMI 2009 at 31 December 2011), with a long term improvement rate of 1.75% p.a. (1.25% at 31 December 2011). Compared with the core CMI mortality model, Prudential's calibration:

- (a) blends period improvements between ages 60 to 80 to the long term improvement rate over a 15 year period (compared with a 20 year period in the core CMI model), and
- (b) assumes that cohort improvements dissipate over a 30 year period, or by age 90 if earlier (compared with a 40 year period, or by age 100 if earlier, in the core CMI model).

(5) Not applicable.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

(6) The renewal expenses per annum used are described in the table below:

Product code number	Product description	31 December 2012	31 December 2011
400	Annuity non-profit (CPA) – individual annuities in payment (reassurance ceded to Prudential Annuities Limited)	£21.57 p.a.	£19.84 p.a.
725	Individual pensions property linked	£31.86 p.a. per policy for premium-paying policies; £29.63 p.a. per policy for other policies	£28.76 p.a. per policy for premium-paying policies; £26.34 p.a. per policy for other policies
735	Group money purchase pensions property linked	GILP: £7,193,641 p.a. including £1,663 p.a. per scheme (having allowed for £134,287 p.a. of additional administration service charges) PIA: £40,146 p.a. including £1,663 p.a. per scheme Reassurance from PACL: £911,719 p.a.	GILP: £8,531,891 p.a. including £1,932 p.a. per scheme (having allowed for £118,736 p.a. of additional administration service charges) PIA: £54,903 p.a. including £1,932 p.a. per scheme Reassurance from PACL: £934,640 p.a.

Expense figures for unit-linked policies are attributable expenses only.

The investment management expenses used are described in the table below:

Product code number	Product description	31 December 2012	31 December 2011
400	Annuity non-profit (CPA) – individual annuities in payment (reassurance ceded to Prudential Annuities Limited)	0.057% p.a.	0.054% p.a.
725	Individual pensions property linked	0.100% p.a.	0.100% p.a.
735	Group money purchase pensions property linked	GILP: 0.145% p.a. PIA: 0.198% p.a.	GILP: 0.134% p.a. PIA: 0.199% p.a.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

- (7) The unit growth rates (before management charges) and the inflation rates assumed for future expenses and the future increases in policy charges are as follows:

Product code number	Parameter	31 December 2012 %	31 December 2011 %
725 and 735	Unit fund growth rate	5.00%	5.25%
All products	Expense inflation rate	3.50%	3.75%
725 and 735	Policy charge inflation rate	Nil	Nil

- (8) Not applicable.
- (9) Not applicable.
- (10) There are no other material assumptions.
- (11) No derivatives were held outside of the internal linked funds.

Since the movement in linked assets would be offset by a corresponding change in the linked liability, no allowance is made for derivative contracts that were held inside of the internal linked funds.

Derivatives used in the internal linked funds were entered into only if they would have been reasonably likely to be exercised.

- (12) There have been no changes made to the mathematical reserves at the current valuation date as a result of the changes to the INSPRU rules at 31 December 2006.

5. Options and guarantees

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) Not applicable.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

6. Expense reserves

(1)

Homogeneous risk group	Implicit allowances	Explicit allowances (investment)	Explicit allowances (other)	Non – attributable expenses	Total
GILP	-	£12,025,252	£7,193,641	£1,934,711	£21,153,604
PIA	-	£7,490	£40,146	£6,741	£54,377
Prulink SP	-	£1,022	£474	£0	£1,496
Prulink RP	-	£41,394	£61,340	£0	£102,734
Total	-	£12,075,158	£7,295,601	£1,941,452	£21,312,211

(2) Not applicable.

(3) Maintenance expenses shown at line 14 of Form 43 are £16 million. These expenses are net of annual management charge income and hence are less than the total expense loadings arising in 2012 as shown in 6.(1).

(4) For new business expected to be written in the twelve months following the valuation date, the income and outgo are projected on a prudent basis over the entire lifetime of the business and discounted to the valuation date. A reserve is held if the present value of the outgo exceeds the present value of income to the extent that the excess exceeds the projected surplus on prudent assumptions from existing business. No reserve was held at 31 December 2012.

(5) In the first instance, expense reserves are calculated on the assumption that Prudential's UK insurance operations will continue to write new business indefinitely and hence that there will be no loss of economies of scale. In this scenario, the expense loadings for the remaining lifetime of the contracts in force at the valuation date are included in the reserves reported in Form 50.

In order to allow for the possibility that the firm will cease to write new business twelve months after the valuation date, the expense loading is recalculated on the assumption that, over a two year period, unit costs would be reduced by 22% and that thereafter loss of economies of scale would result in overall expenses being cut more slowly than the rate at which policies run off. If this revised calculation results in a higher reserve than described in the paragraph above, then the difference is held as an additional reserve. In addition the costs associated with closing to new business, such as redundancy costs or the costs of terminating management agreements, are estimated. To the extent that these costs exceed the projected surplus, on prudent assumptions, from existing business, a further additional reserve is held. At the valuation date an additional reserve of £785,828 is held for the impact of closing to new business.

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

- (6) The additional reserve for non-attributable expenses at a homogeneous risk group level is calculated as the present value of all future expenses less charges, subject to a maximum of the non-attributable expenses for policies in that risk group. Any future valuation strain is removed at the homogeneous risk group level. The additional reserves for non-attributable expenses at 31 December 2012 were as follows:

Homogeneous Risk Group	Homogeneous Risk Group Reserve (£000)
GILP	-
PIA	198
Prulink SP	-
Prulink RP/PUP	-
TOTAL	198

7. Mismatching reserves

- (1) and (2) All assets and liabilities are denominated in sterling. There is no currency mismatching.
- (3) There is no reserve for currency mismatching.
- (4) In accordance with INSPRU 3.1.16R, for the purposes of calculating the resilience capital requirement in INSPRU 3.1.10R the most onerous scenario is as follows (prior year in brackets):

Asset class	Scenario
Equities:	
Market values – UK and overseas (excl. US and euro zone)	-10% (-10%)
Market values – US	-10% (-10%)
Market values – euro zone	-10% (-10%)
Property:	
Market values	-18% (-20%)
Fixed interest:	
Yields – UK and overseas	+47 bps (+50 bps)

The assumed fall in unit prices used in the calculation of the Resilience Capital Requirement was 15%, which is a prudent assumption compared with the scenarios specified in INSPRU.

- (5) Not applicable.
- (6)
- (a) A Resilience Capital Requirement of £3,030,000 was held.
- (b) There was an increase of £2,289,621 in the aggregate amount of the non-unit long term liabilities.
- (c) The assets allocated to match such liabilities decreased in value by £740,119 from the amount of the assets shown in Form 13.
- (7) There is no reserve held under INSPRU 1.1.34R(2).

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

8. Other special reserves

Not applicable.

9. Reinsurance

- (1) No premiums were paid in 2012 in respect of reinsurance business ceded on a facultative basis to reinsurers not authorised to carry on business in the United Kingdom.
- (2) The reinsurance treaties shown in the table below meet the FSA criteria for being reported in this section and were in force as at 31 December 2012.

(d) Reinsurer	(e) Nature of cover	(f) Premiums £'000	(h) Open / Closed	(j) Reserves Ceded £'000	(k) Retention
Prudential Annuities Limited *	Immediate annuities which are wholly reassured on original terms. The reinsurer is a member of the Prudential group of companies and the business is covered by a pari passu charge on assets.	Nil	Closed	77,613	Nil
Blackrock Life Ltd	Reinsurance of unit-linked pension liabilities of the Company arising in relation to reinsurance of certain unit-linked pensions contracts issued by a member of the Prudential Group. The business is covered by a pari passu charge on assets.	278,195	Open	1,613,821	Nil
Baillie Gifford Life Ltd	Reinsurance of unit-linked pension liabilities of the Company arising in relation to reinsurance of certain unit-linked pensions contracts issued by a member of the Prudential Group. The business is covered by a pari passu charge on assets.	7,811	Open	18,810	Nil
Schroder Pension Management Ltd	Reinsurance of unit-linked pension liabilities of the Company arising in relation to reinsurance of certain unit-linked pensions contracts issued by a member of the Prudential Group. The business is covered by a pari passu charge on assets.	14,590	Open	43,749	Nil
JP Morgan Life Ltd	Reinsurance of unit-linked pension liabilities of the Company arising in relation to reinsurance of certain unit-linked pensions contracts issued by a member of the Prudential Group. The business is covered by a pari passu charge on assets.	3,236	Open	12,542	Nil

PRUDENTIAL PENSIONS LIMITED

Appendix 9.4 (continued)

- (g) There were no deposit back arrangements under the above treaties.
- (i) There are no “undischarged obligations of the insurer”. Premiums are only payable if the gross business remains in force.
- (l) The above reinsurers are authorised to carry on insurance business in the United Kingdom.
- (m) An asterisk denotes companies connected to the cedant (*).
- (n) Since policyholders bear the risk of reinsurer default the treaties are not exposed to the credit risk of the reinsurers.
- (o) The net liability includes no allowance for the refund of any reinsurance commission.
- (p) Not applicable.

10. Reversionary (or annual) bonus

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) Not applicable.

PRUDENTIAL PENSIONS LIMITED

Returns for the year ended 31 December 2012

Notes to the Returns

Form 2

0201 Waivers issued disapplying or modifying any of the provisions of the Accounts and Statement Rules in respect of long term insurance business.

There were no waivers issued disapplying or modifying any of the provisions of the Accounts and Statement Rules in respect of long term insurance business.

Form 3

0301 Reconciliation of net admissible assets to total capital resources after deductions

	£'000
Form 13 Line 89 (Long term) Grand total of admissible assets	10,705,461
Form 14 Line 11 Mathematical reserves after distribution of surplus	(10,674,351)
Form 14 Line 49 Total other insurance and non-insurance liabilities	(17,918)
Form 13 Line 89 (Other than long term) Grand total of admissible assets	19,013
Form 15 Line 69 Total	<u>(1,775)</u>
	30,430
Form 3 Line 79 Capital resources after deductions	<u>30,430</u>
Difference	<u>0</u>

0310 Valuation differences

	£'000
<i>Negative valuation differences where liabilities are higher than in the shareholder accounts</i>	
Additional reserves held in the long term fund	(21,156)
Deferred tax on life tax transitional arrangements held in the long term fund	4,830
	<u>(16,326)</u>
Form 3 Line 35 Negative Valuation Differences	<u>(16,326)</u>

0313 Reconciliation of profit and loss account change

	£'000
Profit and loss account and reserves b/fwd	31,200
Profit and loss account and reserves c/fwd	<u>40,756</u>
Movement	9,556
Movement in additional reserves held for FSA	(1,244)
Movement in deferred tax	(113)
Movement in unallocated surplus	(2,677)
Form 16 Line 59 Profit retained for the financial year	<u>5,522</u>

PRUDENTIAL PENSIONS LIMITED

Notes to the Returns (continued)

Form 13

Notes 1304 to 1306 apply to other than long term business fund.

***1304* Statement on Set Off**

Amounts due to or from the Company have been set off to the extent permitted by generally accepted accounting principles.

***1305* Maximum Counterparty Limits**

The maximum permitted exposure to any one counterparty has been set in accordance with the counterparty limits detailed in INSPRU 2.1.22. Therefore exposures to non-approved counterparties have been restricted to a maximum of 5% of the business amount. No counterparty exposure during the year exceeded these limits.

***1306* Counterparty exposures at year end**

There were counterparty exposures held at year end that were greater than 5% of the sum of the base capital resources requirements and long term insurance liabilities, excluding property linked liabilities and net of reinsurance ceded. These include cash on deposit with; Danske Bank £13.2m, Barclays Bank plc £3.0m and Royal Bank of Scotland plc £2.5m.

Notes 1308 to 1319 apply to long term business fund.

***1308* Assets specified in IPRU(INS) Form 13 instruction 5**

The Company held no unlisted investments or listed investments that are not readily realisable.

***1310* Statement on Set Off**

Amounts due to or from the Company have been set off to the extent permitted by generally accepted accounting principles.

***1312* Counterparty exposures at year end**

There were counterparty exposures held at year end that were greater than 5% of the sum of the base capital resources requirements and long term insurance liabilities, excluding property linked liabilities and net of reinsurance ceded. These include cash on deposit with Danske Bank £27.3m and a cash balance of £7.5m with HSBC Bank Plc.

***1319* Maximum Counterparty Limits**

The maximum permitted exposure to any one counterparty has been set in accordance with the counterparty limits detailed in INSPRU 2.1.22. Therefore exposures to non-approved counterparties have been restricted to a maximum of 5% of the business amount. No counterparty exposure during the year exceeded these limits.

PRUDENTIAL PENSIONS LIMITED

Notes to the Returns (continued)

Form 14

1401 Provision for adverse changes

No derivatives were held outside of the internally linked funds at any time during the year and therefore no provision for adverse changes is required.

1402 Uncertain and Potential Liabilities

- a) In the normal course of business certain reinsurance liabilities were secured by a floating charge, ranking these liabilities equally with amounts due under unsecured direct (non-reassurance) policies, over the long term insurance assets of the Company. The amounts secured by charges of this nature and included in Form 14 Line 11 were £4,058.3m, £70.3m, £36.1m, £10.8m, £8.4m and £0.6m. The whole of the amount at Form 13 line 89 is subject to charge.
- b) There were no potential capital gains tax liabilities at the year-end.
- c) There were no contingent liabilities at the year-end.
- d) There were no guarantees, indemnities or other contractual commitments other than in the ordinary course of insurance business and in respect of related companies.

1405 Other adjustments to liabilities

Included in line 74 are:

Negative valuation differences (see note 0310)	£'000
Form 14 Line 74	<u>(16,326)</u>
	<u>(16,326)</u>

Form 15

1501 Provision for adverse changes

No derivatives were held by the other than long term fund at any time during the year and therefore no provision for adverse changes is required.

1502 Charges, potential tax liability, contingent liabilities, guarantees and fundamental uncertainties

- a) There were no charges attributable to the other than long term business assets.
- b) There was no potential tax liability arising in the other than long term fund at the year end.
- c) There were no contingent liabilities at the year-end.
- d) There are no guarantees, indemnities or other contractual commitments, effected other than in the ordinary course of insurance business, in respect of related companies.
- e) There were no fundamental uncertainties at the year-end.

PRUDENTIAL PENSIONS LIMITED

Notes to the Returns (continued)

Form 16

***1601* Foreign Currencies**

Foreign currency assets and liabilities are translated at year-end exchange rates. Foreign currency revenue transactions are translated at rates ruling at the transaction dates, except for accrued revenue items that are translated at year-end exchange rates.

Form 17

1700 Form 17 has been omitted, as no such contracts were used.

Form 40

***4008* Provision of management services**

The Company was provided throughout the year with day to day management services by The Prudential Assurance Company Limited (the immediate holding Company), and Prudential Property Investment Managers Limited, Prudential UK Services Limited, Prudential Distribution Limited, Prudential Services Limited and M&G Investment Management Limited, all group companies. The Company was further assisted during the year with day to day management services by The Bank of New York Mellon (International) Limited and State Street Bank & Trust Company, third parties.

4009 The Company has a reinsurance agreement with a related Company, The Prudential Assurance Company Limited, in respect of linked premiums. Included in earned premiums for the year is an amount of £634m received under this reinsurance agreement. The reinsurance agreement was drawn up under normal commercial terms which reflect the level of business transacted with the Company.

Also included within claims incurred is an amount of £539m arising from claims under this reinsurance agreement and claims recovery received from related Companies, Prudential Annuities Limited £6.4m and The Prudential Assurance Company Limited £0.1m.

The Company has a reinsurance agreement with a related Company, Prudential Retirement Income Limited, in respect of annuities. No claims have been paid during the year under this reinsurance agreement. The reinsurance agreement was drawn up under normal commercial terms which reflect the level of business transacted with the Company.

Form 44

***4401* Valuation of Linked Assets**

Linked assets are valued at market value.

Investment properties, though, are independently valued each month on the basis of open market value in accordance with the RICS Appraisal and Valuation Manual. All the properties are currently valued by CB Richard Ellis Limited. Securities are valued at a bid-market price.

PRUDENTIAL PENSIONS LIMITED

Notes to the Returns (continued)

Form 44 (continued)

4402 Derivative Contracts

The aggregate value of rights and the aggregate amount of liabilities under derivative contracts was as follows:

	Assets £000's	Liabilities £000's
Futures:		
Gross of variation margin	0	(338)
Net of variation margin	77	(91)
Forwards:		
Gross of variation margin	562	(977)
Net of variation margin	562	(977)
Warrants:		
Gross of variation margin	15	0
Net of variation margin	15	0

Form 45

4502 Other Expenditure

	2012 £000's	2011 £000's
Safe custody fees	(742)	(763)
Transaction fees	(187)	(425)
Total	<u>(929)</u>	<u>(1,188)</u>

Form 47

4701 for code 735 there are 13 schemes.

Form 48

4804 other assets

Included in Line 18 (Other assets) are:

	£000's
Assets producing income	34,767
Assets not producing income	<u>3,311</u>
	<u>38,078</u>

Form 53

5301 For product code 735 there are 384 schemes.

5305 Non-unit reserves

Certain expenses associated with managing a property portfolio have not been included in the renewal expense margins used in the calculation of the non-unit reserves. These expenses are deducted from the investment return credited to policyholders.

PRUDENTIAL PENSIONS LIMITED

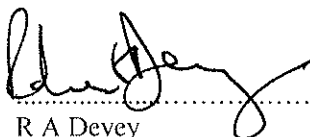
Global business

Directors' Certificate required by rule 9.34 of the Accounts and Statements Rules


Financial year ended 31 December 2012

We certify:

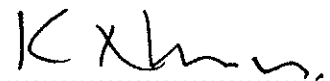
1. (a) that the return has been properly prepared in accordance with the requirements in IPRU(INS), GENPRU and INSPRU; and:
 - (b) we are satisfied that:
 - (i) throughout the financial year in question, the insurer has complied in all material respects with the requirements of SYSC and PRIN as well as the provisions of IPRU(INS), GENPRU and INSPRU; and
 - (ii) it is reasonable to believe that the insurer has continued so to comply subsequently, and will continue so to comply in future.
2. (a) that in our opinion, premiums for contracts entered into during the financial year and the resulting income earned are sufficient, under reasonable actuarial methods and assumptions, and taking into account the other financial resources of the insurer that are available for the purpose, to enable the insurer to meet its obligations in respect of those contracts and, in particular, to establish adequate mathematical reserves;
 - (b) that the sum of the mathematical reserves and the deposits received from reinsurers as shown in Form 14 constitute proper provision at the end of the financial year in question for the long-term insurance liabilities (including all liabilities arising from deposit back arrangements, but excluding other liabilities which had fallen due before the end of the financial year) including any increase in those liabilities arising from a distribution of surplus as a result of an actuarial investigation as at that date into the financial condition of the long-term insurance business;
 - (c) that we have, in preparing the return, taken and paid due regard to advice in preparing the return from every actuary appointed by the insurer to perform the actuarial function in accordance with SUP 4.3.13R.



R A Devey
Chief Executive



D J Belsham
Director



K Nunn
Director

25th March 2013

Independent auditor's report to the Directors pursuant to rule 9.35 of the Interim Prudential Sourcebook for Insurers IPRU(INS)

PRUDENTIAL PENSIONS LIMITED

Global business

Financial year ended 31 December 2012

We have examined the following documents prepared by the insurer pursuant to the Accounts and Statements Rules set out in Part I and Part IV of Chapter 9 to IPRU(INS) the Interim Prudential Sourcebook for Insurers, GENPRU the General Prudential Sourcebook and INSPRU the Insurance Prudential Sourcebook, ("the Rules") made by the Financial Services Authority under section 138 of the Financial Services and Markets Act 2000:

- Forms 2, 3, 13 to 16, 40 to 45, 48, 58 and 60 (including the supplementary notes) on pages 1 to 48 ('the Forms');
- the statement required by IPRU(INS) rule 9.29 on page 52 ('the Statement');
- the valuation report required by rule IPRU(INS) 9.31(a)(i) on pages 34 to 43 ('the valuation report').

We are not required to examine and do not express an opinion on:

- Forms 46, 47, 50, 51, 53 and 55 (including the supplementary notes) on pages 21 to 31 and page 48;
- the statement required by IPRU(INS) rule 9.30 on page 53; and
- the certificate required by IPRU(INS) rule 9.34(1) on page 49 ('the certificate').

This report is made solely to the insurer's directors, as a body, in accordance with the requirements of IPRU(INS) rule 9.35. We acknowledge that the directors are required to submit this report to the FSA, to enable the FSA to verify that an auditor's report has been commissioned by the insurer's directors and issued in accordance with the requirements of IPRU(INS) rule 9.35 and to facilitate the discharge by the FSA of its regulatory functions in respect of the insurer, conferred on the FSA by or under the Financial Services and Markets Act 2000. Our work (including our examination) has been undertaken so that we might state to the insurer's directors, as a body those matters we are required to state to them in an auditor's report issued pursuant to IPRU(INS) rule 9.35 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the insurer and the insurer's directors as a body, for our work (including our examination), for this report, or for the opinions we have formed.

Respective responsibilities of the company and its auditors

The insurer is responsible for the preparation of an annual return (including the Forms, the Statement and the valuation report) under the provisions of the Rules. Under IPRU(INS) rule 9.11 the Forms, the Statement and the valuation report, are required to be prepared in the manner specified by the Rules and to state fairly the information provided on the basis required by the Rules.

The methods and assumptions determined by the insurer and used to perform the actuarial investigation as set out in the valuation report, are required to reflect appropriately the requirements of INSPRU 1.2.

It is our responsibility to form an independent opinion as to whether the Forms, the Statement and the valuation report meet these requirements, and to report our opinions to you. We also report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the Forms, the Statement and the valuation report are not in agreement with the accounting records and returns; or
- we have not received all the information we require for our examination.

Independent auditor's report to the Directors pursuant to rule 9.35 of the Interim Prudential Sourcebook for Insurers IPRU(INS) (continued)

PRUDENTIAL PENSIONS LIMITED

Global business

Basis of opinion

We conducted our work in accordance with Practice Note 20 "The audit of insurers in the United Kingdom (revised)" issued by the Auditing Practices Board. Our work included examination, on a test basis, of evidence relevant to the amounts and disclosures in the Forms, the Statement and the valuation report. The evidence included that previously obtained by us relating to the audit of the financial statements of the insurer for the financial year. It also included an assessment of the significant estimates and judgements made by the company in the preparation of the Forms, the Statement and the valuation report.

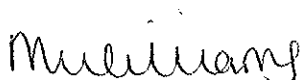
We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Forms, the Statement and the valuation report are free from material misstatement, whether caused by fraud or other irregularity or error, and comply with IPRU(INS) rule 9.11.

In accordance with rule IPRU(INS) 9.35(1A), to the extent that any document, Form, Statement, analysis or report to be examined under IPRU(INS) rule 9.35(1) contains amounts or information abstracted from the actuarial investigation performed pursuant to IPRU(INS) rule 9.4, we have obtained and paid due regard to advice from a suitably qualified actuary who is independent of the insurer.

Opinion

In our opinion:

- i) the Forms, the Statement and the valuation report fairly state the information provided on the basis required by the Rules and have been properly prepared in accordance with the provisions of those Rules; and
- ii) the methods and assumptions determined by the insurer and used to perform the actuarial investigation as set out in the valuation report appropriately reflect the requirements of INSPRU 1.2.



Marie Williams
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

Registered Auditor

15 Canada Square

Canary Wharf

London

E14 5GL

Date 25 March 2013

PRUDENTIAL PENSIONS LIMITED

Returns for the year ended 31 December 2012

Statement in accordance with Rule 9.29 of the Accounts and Statements Rules

a. Investment Guidelines

During 2012, investment guidelines allowed the use of derivative contracts in the GILP (and hence MPP) internal linked funds. The derivatives and use thereof was restricted to that permitted by Appendix 3.2 of the Accounts and Statements Rules. The use of derivatives was not permitted in the non-linked funds.

Derivatives are limited to: exchange traded warrants; exchange traded index or stock futures; forward currency contracts; partly paid shares; and convertible bonds. Derivatives must be listed or with an approved counterparty and must be capable of being readily closed out at a price the basis of which is pre-determined. Exchange traded index and stock futures must be based on underlying assets which are themselves permitted links.

b. Derivatives where exercise is unlikely

Derivatives used in the internal linked funds were entered into only if they would have been reasonably likely to be exercised.

c. Quantification of derivatives in (b) above

No such contracts were used by the Company.

The largest exposure during the year to out of the money call options/warrants was £130k.

h. Provisions for reasonably foreseeable variations arising from derivative contracts, rule INSPRU 3.2.17R

The only derivatives on Form 13, relate to property linked assets and are included on line 59 of Form 13, which would not change in value.

The Company would not be exposed to any fluctuation in asset values.

i. Consideration received for granting rights under derivative contracts

The investment guidelines did not allow the writing of options.

PRUDENTIAL PENSIONS LIMITED

Returns for the year ended 31 December 2012

Rule 9.30 Statement on Shareholder Controllers

The following companies were shareholder controllers of Prudential Pensions Limited for the year: The Prudential Assurance Company Limited holding 100% of its issued share capital and voting power throughout the year; and Prudential plc, being the ultimate holding company, holding 100% of the issued share capital and voting power of The Prudential Assurance Company Limited throughout the year.

