Prudential Holborn Life Limited

Incorporated in England and Wales Registered No. 793051

Laurence Pountney Hill, London, EC4R 0HH

Annual PRA Insurance Returns for the year ended
31 December 2014

IPRU(INS) Appendices 9.1, 9.4, 9.6



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Statement of solvency - long-term insurance business

Statement of solvency - long-te	erm insurance business				
Name of insurer	Prudential Holborn Life Lin	mited			
Global business					
Financial year ended	31 December 2014				
Solo solvency calculation	Company registration number	GL/ UK/ CM	day monti	h year	Units
	R2 793051	GL	31 12	2014	£000
			As at ei this fina yea	ancial	As at end of the previous year
	phagenia dalay (//ala/sesses/en/en/en/en/en/en/en/en/en/en/en/en/en/		1	-	2
Capital resources					
Capital resources arising within the	long-term insurance fund	11			
Capital resources allocated towards outside the long-term insurance fund	s long-term insurance business arising nd	12		22271	22681
Capital resources available to cover resources requirement (11+12)	or long-term insurance business capital	13		22271	22681
Guarantee fund				···	
Guarantee fund requirement		21		2902	3146
Excess (deficiency) of available capi requirement	pital resources to cover guarantee fund	22		19369	19535
Minimum capital requirement (N	MCR)				
Long-term insurance capital requirer	ment	31			
Resilience capital requirement		32			
Base capital resources requirement	i	33		2902	3146
Individual minimum capital requirem	nent	34		2902	3146
Capital requirements of regulated re	elated undertakings	35			
Minimum capital requirement (34+35	.5)	36		2902	3146
Excess (deficiency) of available cap	pital resources to cover 50% of MCR	37		20821	21108
Excess (deficiency) of available cap	pital resources to cover 75% of MCR	38		20095	20322
Enhanced capital requirement	and the second s			shipak kumbili grapa musu	
With-profits insurance capital compo	onent	39			
Enhanced capital requirement		40			
Capital resources requirement ((CRR)	ALPHANIST.			
Capital resources requirement (great		41		2902	3146
Excess (deficiency) of available capi insurance business CRR (13-41)		42		19369	19535
Contingent liabilities	TARABU IMALIIN KANINIYIYITTI	Andrews .	A1000		
Quantifiable contingent liabilities in n as shown in a supplementary note to	respect of long-term insurance business to Form 14	51	New York		
(/		

Components of capital resources

Innovative tier one capital as restricted

Innovative tier one capital in related undertakings

Name of insurer	Pruden	tial Hol	born Li	ife Limited					
Global business									
Financial year ended	31 Dece	ember 2	2014						
		Company registrati number		GL/ UK/ CM	· ·	day mon	nth :	year	Units
	R3	793	3051	GL	31	12	2	2014	£000
				General insurance business 1	Long-t insura busin	ince ess	th	otal as at ne end of is financial year 3	Total as at the end of the previous year 4
Core tier one capital									
Permanent share capital		-	11		:	20885		20885	20885
Profit and loss account and other reserves			12		-	26577		26577	20998
Share premium account			13						
Positive valuation differences	********	***************************************	14						-
Fund for future appropriations	***************************************		15						
Core tier one capital in related undertakings	*****	:	16	and the state of t				1	
Core tier one capital (sum of 11 to 16)			19		4	47462		47462	41883
Tier one waivers									
Unpaid share capital / unpaid initial funds and supplementary contributions	d calls for		21						
Implicit Items			22					W	
Tier one waivers in related undertakings			23						
Total lier one waivers as restricted (21+22+2	!3)		24					a a a a a a a a a a a a a a a a a a a	
Other tier one capital	hander the second								
Perpetual non-cumulative preference shares	as restricte	ed	25						
Perpetual non-cumulative preference shares undertakings	in related		26						***************************************

Total tier one capital before deductions (19+24+25+26+27+28)	31	47462	47462	41883
Investments in own shares	32			
Intangible assets	33			***************************************
Amounts deducted from technical provisions for discounting	34			
Other negative valuation differences	35			
Deductions in related undertakings	36			
Deductions from tier one (32 to 36)	37			
Total tier one capital after deductions (31-37)	39	47462	47462	41883

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28

Components of capital resources

Name of insurer	Prudential Holborn Life Limited							
Global business								
Financial year ended	31 Dece	ember 2	014					
		Company registration number		GL/ GK/ GM		day mon	th year	Units
	R3	793	051	GL	31	12	2014	£000
				General Insurance business 1	Long- insur- busii	ance 1ess	Total as at the end of this financial year 3	Total as at the end of the previous year 4
Tier two capital					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
Implicit items, (tier two waivers and amount 22)	s excluded	from line	41					
Perpetual non-cumulative preference share 25	s excluded	from line	42					
Innovative tier one capital excluded from line	e 27		43					
Tier two waivers, innovative tier one capital cumulative preference shares treated as tie 43)	and perpeti r two capita	ual non- l (41 to	44					
Perpetual cumulative preference shares			45					
Perpetual subordinated debt and securities			46					
Upper tier two capital in related undertaking	s		47					
Upper tier two capital (44 to 47)			49					
								ng matanah dan sahiru dan kika 1776 di dan palipanah dan p
Fixed term preference shares			51					
Other tier two instruments			52					
Lower tier two capital in related undertaking	s		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, bo (61-62-63)	fore dedu	ctions	69					

Components of capital resources

Name of insurer

Prudential Holborn Life Limited

Global business

Financial year ended	31 De	cember :	2014					
		Compan registrat number		GL <i>I</i> UK <i>I</i> CM		tay mon	th year	Units
	R3	79	3051	GL	31	12	2014	£000
				General insurance business	Long- Insura busin	ess	Total as at the end of this financial year 3	Total as at the end of the previous year 4
Total capital resources			···		,			
Positive adjustments for regulated non-ins undertakings	surance rela	ted	71					
Total capital resources before deduction (39+69+71)	ons		72			47462	47462	41883
fnadmissible assets other than intangibles	and own s	hares	73					
Assets in excess of market risk and count	erparty limit	s	74			1013	1013	773
Deductions for related ancillary services u	ndertakings	3	75	an a sain a the sain and a sain a				
Deductions for regulated non-insurance re	lated under	takings	76			24178	24178	18429
Deductions of Ineligible surplus capital	CARRIA PER EVILA E PARAMENTAR M		77					
Total capital resources after deduction (72-73-74-75-76-77)	5		79			22271	22271	22681
Available capital resources for GENPRU/IN	ISPRU tests	;						
Available capital resources for guarantee t	und require	ment	81			22271	22271	22681
Available capital resources for 50% MCR i	equirement	1	82			22271	22271	22681
Available capital resources for 75% MCR r	equirement	l	83			22271	22271	22681
Financial engineering adjustments								
Implicit items			91	and the second s				
Financiał 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 assets

Bank and approved credit & financial institution deposits

Deposits with ceding undertakings

Assets held to match linked liabilities

Other financial investments

Analysis of admissible assets								
Name of insurer	Prudo	ential Holborn L	.ife Limite	ed .				
Global business								
Financial year ended	31 De	ecember 2014						
Category of assets	Total	other than long	, term ins	urance	bu	siness	assets	
		Company registration number	GL/ UK/ CM	day n	ronth	year	Units	Category of assets
	R13	793051	GL	31	12	2014	£000	1
		<u> </u>					id of this ial year	As at end of the previous year
							1	2
Land and buildings				11				
Investments in group undertaking	gs and par	rticipating interes	sts					
CICA	Shar	es	,	21	T	*************************************		
UK insurance dependants	Debt	s and loans	***************************************	22	1			
Other insurance dependants	Shar	es		23				
Other insurance dependants	Debt	s and loans		24				
Non-insurance dependants	Shar	0\$		25			1937	2172
Note mode and appropriation	Debt	s and loans		26				
Other group undertakings	Shar			27	<u> </u>			
Ottor group ortionalingo	Debt	s and loans		28	-			
Participating interests	Shan	*····		29	<u> </u>			***************************************
	Debt	s and loans		30				
Other financial investments								
Equity shares				41				
Other shares and other variable yield p	participation	is		42				
Holdings in collective investment sche	mes			43				igaya a gara kayiya kannahir kala kanay akkin indaninin ada unu unundunya kes kenaya nenye yanga yanga.
Rights under derivative contracts				44				······································
Fixed interest securities	Appro	oved		45	ļ	day massagh myasaman qhaadamada	17967	18264
	Other			46	<u> </u>			
Variable interest securities	Appro	oved	~	47				
	Other	ſ		48	↓_			
Participation in Investment pools	·			49				
Loans secured by mortgages				50				
Loans to public or local authorities and	I nationalise	d industries or unc	dertakings	51				Managaran Barana Banasa Kanasa Kanasa Angaran ang kanasa ang kanasa ang kanasa ang kanasa ang kanasa ang kanasa
Loans secured by policies of insurance	3 issued by	the company		52	ļ			
Other loans				53			3536	3734

54

55

56

57

58

59

One month or less withdrawal

Index linked

Property linked

More than one month withdrawal

Analysis of admissible assets Name of insurer Global business

Prudential Holborn Life Limited

Financial year ended 31 December 2014

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	793051	GL.	31	12	2014	£000	1
			,	L		As at en financi	d of this al year	As at end of the previous year
								2

Reinsurers' share of technical provisions

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

Debtors and salvage

Discouling to the second secon	Policyholders	71	
Direct insurance business	Intermediaries	72	
Salvage and subrogation recoverie	s	73	
D-1	Accepted	74	
Reinsurance	Ceded	75	
D	due in 12 months or less	76	
Dependants	due in more than 12 months	77	
Other	due in 12 months or less	78	
Other	due in more than 12 months	79	

Other assets

Tangible assets	80		
Deposits not subject to time restriction on withdrawal with approved institutions	81	2886	2708
Cash in hand	82		
Other assets (particulars to be specified by way of supplementary note)	83		
Accrued interest and rent	84	261	130
Deferred acquisition costs (general business only)	85		
Other prepayments and accrued income	86		

	y	
Deductions from the aggregate value of assets	87	
23 3	1	

Grand total of admissible assets after deduction of admissible assets in excess of market risk and counterparty limits (11 to 86 less 87)	89	26587	27008
I v v v v v v v v v v v v v v v v v v v		\$	

Analysis of admissible assets

Name of insurer

Prudential Holborn Life Limited

Global business

Financial year ended

31 December 2014

Category of assets

Total other than long term insurance business assets

re	ompany gistration umber	GL/ UK/ CM	day	month year Units			Category of assets
R13	793051	GL.	31	12	2014	£000	1
L			l		As at en financi	d of this al year	As at end of the previous year
					1	l	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	26587	27008
Admissible assets in excess of market and counterparty limits	92	1013	773
Inadmissible assets directly held	93		
Capital resources requirement deduction of regulated related undertakings	94	12125	8351
Ineligible surplus capital and restricted assets in regulated related insurance undertakings	95		
Inadmissible assets of regulated related undertakings	96	12053	10078
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	51778	46210

Amounts included in line 89 attributable to debts due from related insurers, other than those under contracts of insurance or reinsurance	103	3536	3734
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Liabilities (other than long term insurance business)

Name of insurer

Prudential Holborn Life Limited

Global business

Financial year ended	31 Decem	ber 2014					
	rog	Company registration number		day	/ mont	l yoar	Units
	R15	793051	GL	31	12	2014	£000
		Landa La			As at o his fina yoa 1	ancial	As at end of the previous year 2
Technical provisions (gross	s amount)						,
Provisions for unearned premiu	ms		11				
Claims outstanding			12				
Provision for unexpired risks			13				
P* (1 41	Credit busin	ess	14				
Equalisation provisions	Other than o	credit business	15			***	
Other technical provisions			16				
Total gross technical provisions	(11 to 16)		19		***************************************		
Provisions and creditors							
	Taxation		21				BATTA TOTAL OF STATES OF THE ABOVE THE ABOVE THE STATES OF
Provisions	Other risks a	Other risks and charges			*****		
Deposits received from reinsure	rs		31				
/#####################################	Direct insura	Direct insurance business				***************************************	
Creditors	Reinsurance accepted		42				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	Reinsurance	43		***************************************			
Debenture	Secured		44	***********			
loans	Unsecured	45					
Amounts owed to credit institution	ons		46				
11.000	Taxation		47				49
Creditors	Foreseeable	48					
	Other	Other				4316	4278
Accruals and deferred income			51	******************************	************		
Total (19 to 51)			59		****	4316	4327
Provision for "reasonably forese	eable adverse varia	tions"	61				y may ny faot amin'ny faritr'i Aranag ao amin'ny avon'ny avon'ny faritr'i Aranag ao
Cumulative preference share ca	pital		62				
Subordinated loan capital							
Total (59 to 63)						4316	4327
					.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Amounts included in line 69 attri than those under contracts of ins			71			***************************************	
Amounts deducted from technics	al provisions for disc	ounting	82				
Amounts deducted from technical provisions for discounting Other adjustments (may be negative)			83				
			84			47462	41883
Capital and reserves 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	py (pp. pa pas p manamana		51778	46210

Profit and loss account (non-technical account)

Name of insurer

Prudential Holborn Life Limited

Global business

Financial year ended

31 December 2014

Financial year ended		31 Dece	mber 2014 Company	GL/				
	r		registration number	UK/ CM	day	monti	year	Units
		R16	793051	GL	31	12	2014	£000
	-				Ti	nis fina yea		Previous year
						1		2
Transfer (to)/from the general insurance busines		From Fo	orm 20	11				
technical account	5	Equalisation provisions		12				
Transfer from the long term revenue account	n insurance	business	5	13				
	Incom	e		14			678	914
Investment income		Value re-adjustments on investments					5396	2315
	1	Gains on the realisation of investments						
		ment mar es, includi	agement ng interest	17				
Investment charges		Value re-adjustments on investments						
Loss on the realisation of investments		isation of	19			477	581	
Allocated investment returninsurance business technic		d to the g	eneral	20		***************************************		
Other income and charges by way of supplementary n		s to be sp	ecified	21	***************************************	,		
Profit or loss on ordinary ac (11+12+13+14+15+16-17-	ctivities befo 18-19-20+2	ore tax		29			5597	2648
Tax on profit or loss on ord	inary activit	ies		31			18	108
Profit or loss on ordinary activities after tax (29-31)			39			5579	2540	
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 und	er the prec	eding iten	18	43				
Profit or loss for the financial year (39+41-(42+43))		49			5579	2540		
Dividends (paid or foreseeable)			51		•			
Profit or loss retained for the financial year (49-51)			59			5579	2540	

Appendix 9.4

VALUATION REPORT ON PRUDENTIAL HOLBORN LIFE LIMITED

INTRODUCTION

1. (1) The investigation relates to 31 December 2014.

The assets and liabilities of the insurer relating to long-term insurance business were transferred to The Prudential Assurance Company Limited (PAC) on 31 October 2010 in accordance with Part VII of the Financial Services and Markets Act 2002. No new contracts have been effected since the date of transfer. Consequently the insurer had no in force long term insurance business at the date of the investigation.

- (2) The previous investigation related to 31 December 2013.
- (3) Not applicable.

PRODUCT RANGE

2. Not applicable.

DISCRETIONARY CHARGES AND BENEFITS

- 3. (1) Not applicable.
 - (2) Not applicable.
 - (3) Not applicable.
 - (4) Not applicable.
 - (5) Not applicable.
 - (6) Not applicable.
 - (7) Not applicable.
 - (8) Not applicable.
 - (9) Not applicable.
 - (10) Not applicable.

Appendix 9.4 (continued)

VALUATION BASIS (OTHER THAN FOR SPECIAL RESERVES)

- 4. (1) Not applicable.
 - (2) Not applicable.
 - (3) Not applicable.
 - (4) Not applicable.
 - (5) Not applicable.
 - (6) Not applicable.
 - (7) Not applicable.
 - (8) Not applicable.
 - (9) Not applicable.
 - (10) Not applicable.
 - (11) Not applicable.
 - (12) Not applicable.

OPTIONS AND GUARANTEES

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

EXPENSE RESERVES

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

Appendix 9.4 (continued)

VALUATION BASIS (OTHER THAN FOR SPECIAL RESERVES)

MISMATCHING RESERVES

- 7. (1) Not applicable.
 - (2) Not applicable.
 - (3) Not applicable.
 - (4) Not applicable.
 - (5) Not applicable.
 - (6) Not applicable.
 - (7) Not applicable.

OTHER SPECIAL RESERVES

8. Not applicable.

REINSURANCE

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

REVERSIONARY BONUS

10. Not applicable.

Financial Year ended 31 December 2014

Notes to the returns

Form 2

0201 There are no waivers issued disapplying or modifying any of the provisions of the Accounts and Statements Rules in respect of long-term insurance business.

Form 3

0301 Reconciliation of net admissible assets to total capital resources	
after deductions	2014
	£000
Form 13 Line 89 (Other than long term) Grand total of admissible assets	26,587
Form 15 Line 69 Total	(4,316)
•	22,271
Form 3 Line 79 Capital resources after deductions	22,271
Difference	0
0313 Reconciliation of profit and loss account change	2014
	£000
D., Ct 11	
Profit and loss account and reserves b/fwd	20,998
Profit and loss account and reserves c/fwd	26,577
Movement	5,579
Form 16 Line 59 Profit retained for the financial year	5,579

<u>Form 13</u>

1300 Form 13 Total long term insurance business assets has been omitted, as the amounts required to be shown would be zero.

Notes 1301 to 1306 apply to the other than long term business fund.

1301 Assets specified in IPRU(INS) Form 13 instruction 5

The Company held no unlisted investments, listed investments that are not readily realisable, or any other investments specified in IPRU(INS) Form 13 instruction 5.

Financial Year ended 31 December 2014

Notes to the returns (continued)

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 Company's investment guidelines set maximum counterparty limits in order to maintain the admissibility of assets in accordance with INSPRU 2.1.22. During the financial year the balance exceeded the INSPRU 2.1.22 limit. This was due to an intragroup loan with The Prudential Assurance Company Ltd amounting to £4,549k at 2014 year end of which £1,013k was over the counterparty limit and unsecured loans issued by the company's Vietnamese subsidiary amounting to £9,533k of which £7,765k was over the counterparty limit. In respect of the Company's main working capital bank accounts within the other than long-term fund, the balances are reviewed daily and compared to expected cashflows to ensure the Company is technically solvent. The balances did not exceed the INSPRU 2.1.22 limit during the year.

1306 Counterparty exposures at year end

Counterparty exposures were held at year end that were greater than five percent of the sum of the base capital resources requirement and long term insurance liabilities, excluding property linked liabilities and net of reinsurance ceded. This was held as cash at bank with HSBC Bank £2.9m.

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* Details of charges over assets, etc.
 - (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.
 - (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.
 - (e) There were no fundamental uncertainties.

Financial Year ended 31 December 2014

Notes to the returns (continued)

Form 16

1601 Foreign Currencies

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

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 management services by M&G Investment Management Limited, Prudential Distribution Limited, Prudential Services Limited and The Prudential Assurance Company Limited.

Global Business

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

Financial year ended 31 December 2014

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 as well as the provisions of IPRU(INS), GENPRU, INSPRU;
 - (ii) from the beginning of financial year in question until 18 June 2014, the insurer has complied in all material respects with the requirements of PRIN;
 - (iii) from 19 June 2014 until the end of the financial year in question, the insurer has complied in all material respects with the Fundamental Rules; and
 - (iv) it is reasonable to believe that the insurer has continued so to comply subsequently, and will continue so to comply in future.
- 2. the statements required by paragraph 2 of Part 1 of Appendix 9.6 of the Interim Prudential Sourcebook for Insurers have been omitted as the insurer no longer carries on long-term insurance business.

J Hunt Chief Executive J Warburton Director J S Deeks Director

27 March 2015

Global Business

Financial year ended 31 December 2014

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

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 137G of the Financial Services and Markets Act 2000:

- Forms 2, 3, 13, 15 and 16 (including the supplementary notes) on pages 1 to 9 ('the Forms') and pages 13 to 15;
- the statement required by IPRU(INS) rule 9.29 on page 20 ('the Statement'); and
- the valuation report required by IPRU(INS) 9.31(a) (i) on pages 10 to 12 ('the valuation reports').

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

- the statement required by IPRU(INS) rule 9.30 on page 21;
- the certificate required by IPRU(INS) rule 9.34 on page 16 ('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 PRA, to enable the PRA 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 PRA of its regulatory functions in respect of the insurer, conferred on the PRA 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.

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

Respective responsibilities of the company and its auditors

The insurer is responsible for the preparation of an annual return (including the Forms, the Statement, the valuation reports) under the provisions of the Rules. Under IPRU(INS) rule 9.11 the Forms, the Statements and the valuation reports, 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 reports, 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 reports 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 Statements and the valuation reports are not in agreement with the accounting records and returns; or
- we have not received all the information we require for our examination.

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 Statements and the valuation reports. 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 insurer in the preparation of the Forms, the Statement and the valuation reports.

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 Statements and the valuation reports 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 IPRU(INS) rule 9.35(1A), to the extent that any document, Form, Statement, analysis or report to be examined under rule IPRU(INS) 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.

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

Opinion

In our opinion:

- i) the Forms, the Statements and the valuation report fairly state the information provided on the basis required by the Rules as modified 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.

Robert Comis

Robert Lewis (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants 15 Canada Square, Canary Wharf, London E14 5GL

27 March 2015

Financial Year ended 31 December 2014

Rule 9.29 Statement on Derivative Contracts

a. Investment Guidelines

During 2014, investment guidelines did not allow the use of derivative contracts.

b. Derivatives where exercise is unlikely

The Company was not subject to any counterparty derivative exposure during the financial year.

c. Quantification of derivatives in (b) above

The Company was not subject to any counterparty derivative exposure during the financial year.

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

The Company was not subject to any counterparty derivative exposure during the financial year.

i. Consideration received for granting rights under derivative contracts

The investment guidelines did not allow the writing of options.

Financial Year ended 31 December 2014

Rule 9.30 Statement on Shareholder Controllers

The following companies were shareholder controllers of Prudential Holborn Life 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.