Directors' report and financial statements

Registered number 798365

For the year ended 30 September 2011

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# **Directors' Report**

The Directors present their report and the financial statements of the Company for the year ended 30 September 2011

# Principal activities and business review

The principal activity of the Company is the transaction of ordinary long term insurance business within the United Kingdom through the Transact Personal Pension, Executive Pension, Section 32 Buy Out Pension Bond, Onshore Bond and Qualifying Savings Plan ("the Transact business")

# **During the year**

- The Company recorded a profit of £5,664k after tax (2010 £5,397k)
- The Company paid a dividend of £5,709k during the year (2010 £5,055k)
- Funds under management increased by £265 7m to £3,547 2m
- As at 30 September 2011, the Company had a total in force count of 48,690 pension policies, 1,699 onshore bonds and 54 qualifying savings plans
- Over the course of the year the average pension policy size decreased from £73 7k to £69 3k. The average policy size for onshore bonds increased from £97 3k to £99 7k. The average sum insured for the qualifying savings plans increased from £134 2k to £271 0k.

# Since the accounting year-end

Monthly profits have continued to be made

The Directors will maintain the management policies which have resulted in the Company's substantial growth in recent years

## Directors' Report (continued)

### **Directors and their interests**

The Directors who held office during the year, or who were appointed subsequent to the year end, are set out below. They and their families had no beneficial interest in the shares of the Company throughout the year.

## Executive

M Howard I Taylor G Beevers A Scott (appointed 29/06/11)

## Non-Executive

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According to the Register of Directors' Interests, no rights to subscribe for shares or options in the Company were granted to any of the Directors or their immediate families, or exercised by them, during the financial year

# Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under Company Law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period

In preparing these financial statements, the Directors are required to

- · select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any
  material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006 They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities

# Disclosure of information to auditors

Each person who was a Director of the Company on the date that this report was approved confirms that, so far as he or she is aware, there is no relevant audit information, being information needed by the Auditors in connection with preparing their report, of which the Auditors are unaware. Each Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant information and to establish that the Auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

# **Auditors**

KPMG Audit LLC, being eligible, have expressed their willingness to continue in office in accordance with Section 485 of the Companies Act 2006

By Order of the Board

Amanda Teggart Secretary

Domain House 5-7 Singer Street London EC2A 4BQ

# Report of the Independent Auditors, KPMG Audit LLC, to the members of IntegraLife UK Limited

We have audited the financial statements of IntegraLife UK Limited for the year ended 30 September 2011 on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

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

# Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

# Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP

## Opinion

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 September 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006

Report of the Independent Auditors, KPMG Audit LLC, to the members of IntegraLife UK Limited (continued)

# Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

# Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to 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 financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

N A Duggan (Senior Statutory Auditor)

for and on behalf of KPMG Audit LLC, Statutory Auditor

Chartered Accountants Hentage Court

Hentage Court 41 Athol Street

Douglas

Isle of Man IM99 1HN

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# Technical Account - Long Term Business for the year ended 30 September 2011

		20		20:	10
TECHNICAL INCOME	Note	£000	£000	£000	£000
Gross premiums written - continuing operations	2	700,965	_	614,753	
Earned premiums, net of reassurance			700,965		614,753
Investment income	3	50,113		44,059	
Realised gains on investments		71,891		33,964	
Unrealised (losses)/gains on investments		(210,271)		167,996	
		-	(88,267)	-	246,019
			612,698		860,772
CLAIMS INCURRED Claims paid - gross amount		(288,192)	-	(253,840)	
Claims incurred		-	(288,192)	-	(253,840)
CHANGE IN OTHER TECHNICAL PROVISION					
Provision for linked liabilities, net of reinsurance	11	(265,647)		(554,323)	
Provision for non-linked liabilities	11	(2,669)	-	(2,753)	
			(268,316)	-	<u>(557,076)</u>
TECHNICAL CHARGES Investment expenses and charges		(56,190)	-	(49,856)	
		-	(56,190)	-	<u>(49,856)</u>
BALANCE ON THE TECHNICAL ACCOUNT Taxation attributable to long term business	5		(2,088)	_	(2,097)
Continuing operations		-	(2,088)	-	(2,097)

# Non-Technical Account for the year ended 30 September 2011

	Nata	201	_	201	_
Balance on the technical account - continuing operations	Note	(2,088)	£000 (2,088)	£000 (2,097)	£000 (2,097)
Investment income Other income Other charges, including value adjustments	3	14 20,236 (12,494)	_	5 18,662 (11,172)	
		_	7,756	_	7,495
Profit on ordinary activities before tax continuing operations			5,668		5,398
Tax on profit on ordinary activities	5	_	_(4)	_	(1)
Profit for the year		_	5,664	<del></del>	5,397

There are no recognised gains or losses other than those reported above in the long term technical account and the non-technical account

The notes on pages 10 to 17 form part of these financial statements

The Directors consider that all results derive from continuing activities

# Balance Sheet as at 30 September 2011

ASSETS	Note	20 £000	011 £000	20 £000	10 £000
Assets held to cover linked liabilities	2		3,547,219		3,281,581
Fees Owed from Transact			1,919		1,862
Debtors					
Other debtors	6		7,672		5,327
Other assets Cash at bank and in hand	7		10,660		6,731
		•		_	
Total assets		-	3,567,470	-	3,295,501
LIABILITIES					
Capital and reserves					
Called up share capital	8	1,000		1,000	
Share premium account	9	700		700	
Subordinated loan Profit and loss account	9 9	850		850	
Profit and loss account	9	2,841	5,391	2,879	5,429
Technical provisions					
Technical provision for linked liabilities	11	3,547,219		3,281,566	
Technical provision for non-linked liabilities	11	7,919		5,250	
			3,555,138		3,286,816
Creditors due within one year					
Other creditors	12		6,941		3,256
		-			
Total liabilities			_3 <u>,567,470</u>	_	<u>3,295,501</u>

The notes on pages 10 to 17 form part of these financial statements

The financial statements were approved by the Board on 15 December 2011 and signed on its behalf  $\dot{p}_{x}$ 

GRAHAM SEEVERS

Director

IAN TAYLOR Director

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# Notes to the Accounts for the year ended 30 September 2011

## 1. Accounting Policies

## **Basis of preparation**

The accounts are prepared on the basis of the accounting policies set out below

The accounts comply with UK generally accepted accounting practice In addition, the Company has prepared the accounts in accordance with the Statement of Recommended Practice on Accounting for Insurance Business issued by the Association of British Insurers in 2005 (updated 21 December 2006) and the Companies Act 2006

As a wholly owned subsidiary, advantage has been taken of the exemption granted by Financial Reporting Standard 1 "Cash Flow Statements" (Revised 1996) not to prepare a cash flow statement

### **Premiums**

Premiums are accounted for when units are created

#### Claims

Death claims are recognised on the basis of notifications received. Maturities and annuity payments are recognised when due for payment. Surrenders are accounted for at the earlier of the date when paid or when the policy ceases to be included within the long term business provision and/or the technical provision for linked liabilities. Claims incurred and the provision for outstanding claims includes the direct and indirect cost of settlement. Full provision is made for the estimated cost of claims notified but not settled at the balance sheet date and for claims incurred but not reported.

## Investment return

Investment income and expenses include dividends, interest, gains and losses on the realisation of investments and related expenses. All investment income is included on the date of receipt. Dividends are shown net of tax credits or overseas taxation where these are irrecoverable.

Realised gains and losses on investments are calculated as the difference between net sale proceeds and original cost. Movements in unrealised gains and losses on investments represent the difference between the value at the balance sheet date and original cost, or, if assets have previously been revalued, the value at the previous balance sheet date, together with the reversal of unrealised gains and losses previously recognised on asset disposals in the period. Gains and losses on investments backing the long term business provision or the technical provision for linked liabilities are reported in the technical account. Other gains and losses are reported in the non-technical account.

Notes to the Accounts (continued) for the year ended 30 September 2011

# 1. Accounting Policies (continued)

### **Investments**

Assets held to cover the technical provisions for linked liabilities are valued consistently with the method of valuation of the liabilities. Depending on the individual internal linked fund, assets are valued at either bid price less selling expenses or at offer price plus buying expenses on the last pricing date of the financial year. Accrued income on fixed interest securities is excluded.

Other listed investments are valued at mid market price excluding accrued income on fixed interest holdings. Unit trust holdings are valued at bid price and deposits are stated at par

# Long term business provision

The mathematical reserves are determined by the Actuary following the annual investigation of the long term business

The long term business provision is determined by the Actuary and involves making modifications to the mathematical reserves calculated for solvency purposes in respect of any resilience, close-down and other contingency reserves required under the Financial Services Authority rules to demonstrate statutory solvency

## **Taxation**

Tax is charged or credited on all taxable profits or losses arising for the accounting period. The taxation charge or credit is based on a method of assessing taxation for the long-term fund.

# Foreign currencies

Assets and liabilities held in foreign currencies are translated to sterling at rates of exchange ruling at the end of the year. Income and expenditure denominated in foreign currencies are translated at the appropriate rates prevailing during the year.

Notes to the Accounts (continued) for the year ended 30 September 2011

# 2. Segmental Reporting

For the year ended 30 September 2011, the operations of the Company related to direct insurance of investment linked pensions business, written by single premium in the United Kingdom, single premium life assurance linked bonds and linked qualifying investment plans written in the United Kingdom

	£000	2011 £000	£000	£000	2010 £000	£000
	Pension	Life	Total	Pension	Lıfe	Total
Tumover from external customers Tumover from other	626,698	74,267	700,965	566,974	47,779	614,753
segments Profit on ordinary activities before tax	1,437	610	2.047	2,252	- 194	- 2,446
Net assets	3,376,447	170,772	3,547,219	3,168,572	113,009	3,281,581

# 3. Investment Income

	Technic	<b>Technical Account</b>		cal Account
	2011 £000	2010 £000	2011 £000	2010 £000
Investment income				
Income from listed investments	7,879	10,042	_	_
Income from other investments	39,623	31,598	14	5
Reclaimed tax on unfranked investments	2,611	2,419	-	-
	50,113	44,059	14	5

# 4. Remuneration of Directors

Directors' emoluments excluding pension contributions totalled £12,000 (2010 £12,000)

# Notes to the Accounts (continued) for the year ended 30 September 2011

# 5. Taxation

	2011 £000	2010 £000
(a) <u>Technical Account</u>		
UK Corporation tax at 27% (2010 28%) Deferred taxation	2,088	2,097 
	2,088	2,097
(b) Non Technical Account		
UK Corporation tax at 27% (2010 28%) Effect of tax charged to technical account	2,092 (2,088)	2,098 (2,097)
	4	1
Tax Reconciliation		
Profit on ordinary activities before tax	7,756	7,495
Current tax at 27% (2010 28%) Effects of	2,092	2,099
Difference between the effective and standard tax rate on the balance on the technical account	1	
Utilisation of tax losses Deferred taxation	-	-
Adjustment for prior year over-provision		(1)
Tax on profit on ordinary activities	2,09 <u>2</u>	2,098
6. Other debtors		
	2011 £000	2010 £000
Amount due from HMRC	3,634	3,249
Other debtors and prepayments	4,038	<u>2,078</u>
	7,672	5,327

# Notes to the Accounts (continued) for the year ended 30 September 2011

# 7. Cash at bank and in hand

			2011 £000	2010 £000
	Cash at bank and in hand		10,660	6,731
			10,660	6,731
8.	Called up share capital			
			2011 £000	2010 £000
	<b>Authorised</b> 1,000,000 (2010 1,000,000) ordinary shares of £1 each		1,000	1,000
	Allotted, called up and fully paid 1,000,000 (2010 1,000,000) ordinary shares of £1 each		1,000	1,000
9.	Reserves	Share Premium Account £000	Profit and loss account £000	Sub-ord Ioan £000
	At the beginning of the year	700	2,879	850
	Dividends paid	-	(5,708)	-
	Adjustment to prior year	-	6	-
	Profit for the year	<u> </u>	5,664	
	At end of the year	7 <u>00</u>	2,841	850

On 17 April 2007, the sub-ordinated loan was assigned to Integrated Financial Arrangements plc from the original lender. The terms of the loan remain unchanged The loan attracts interest of £33,000 per annum and is repayable after 14 January 2010 on written notice from the lender and on approval from the Financial Services Authority. The rights of the lender are sub-ordinated in all respects to the rights of senior creditors.

No written notice has been received from the lender to the date of signing these financial statements

Notes to the Accounts (continued) for the year ended 30 September 2011

# 10. Reconciliation of movements in shareholder's funds

	2011 £000	2010 £000
Opening shareholder's funds	5,429	5,087
Retained profit for the financial year	(39)	342
	<del></del>	
Closing shareholder's funds	5,390	5,429

# 11. Technical provisions

	Technical provision for non-linked liabilities £000	Technical provisions for linked liabilities £000
Gross amount At beginning of the year Adjustment to prior year	5,250 -	3,281,566 6
Movement in the provision	2,669	265,647
At end of the year	7,919	3,547,219

The principal assumptions underlying the calculation of the long term business provision at 30 September 2011 were  $\,$ 

- a) Interest rate is assumed to be 0% for pension portfolios and 0% for life portfolios,
- b) Mortality for accrual portfolios is assumed to follow the 64% AMC00 ultimate and 64% AFC00 ultimate tables

# Notes to the Accounts (continued) for the year ended 30 September 2011

## 12. Other creditors

	2011 £000	2010 £000
Corporation Tax Other creditors Amount owed to related parties (note 14)	2,077 1,823 3,041	2,083 221 952
	6,941	3,256

# 13. Contingent liabilities - endowments and pension transfers and opt outs

There were no contingent liabilities or capital commitments at 30 September 2011 (2010 None)

# 14. Transactions with related parties

The Company writes business through the Transact Personal Pension, Executive Pension, Section 32 Buy Out Bond, Onshore Bond and Qualifying Savings Plan all of which are administered by Integrated Financial Arrangements plc 
IntegraLife UK Limited is a wholly owned subsidiary of Integrated Financial Arrangements plc

IntegraLife UK Limited has in place an intercompany agreement with Integrated Financial Arrangements plc whereby Integrated Financial Arrangements plc recharges all expenses incurred in acting as agent, custodian, administrator and trustee of the schemes listed above to IntegraLife UK Limited

Integrated Financial Arrangements plc charged the company expenses of £10,387,634 (2010 £10,428,787) for expenses associated with the provision of the schemes On 17 April 2007, the £850,000 subordinated loan from Mike Platt was novated to Integrated Financial Arrangements plc There were no changes to the terms and conditions of this loan. There were no other material transactions between the Company and related parties during the year.

# 15. Ultimate controlling party

The ultimate controlling party of the Company at 30 September 2011 is Integrated Financial Arrangements plc, who owns 100% of the issued share capital

Notes to the Accounts (continued) for the year ended 30 September 2011

## 16. Employee information

The average number of persons employed by the Company during the year was nil (2010 nil)

## 17. FRS 27 Life Assurance

The Company writes mainly unit linked business. Liabilities (including options and guarantees) are included in a prudent manner in accordance with local regulations.

Guarantees and options are not considered to be material to the Company's future cash flows. In addition they have largely been matched with suitable assets and there is no material exposure to market or interest rate changes. Provisions have been established using deterministic scenarios based on prudent assumptions.

No capital statement has been prepared as the total available capital resources available to the Company are equal to total shareholders' funds

The free assets have changed over the year and an analysis of this change is as follows

Free Assets at the beginning of the year Free Assets at the end of the year	<b>£000</b> 5,429 5,390	£000
Decrease in free assets in the year		(39)
Change in basis on economic items	=	
Economic experience	7,756	
Tax	(2,092)	
Dividends paid	(5,709)	
Prior year adjustment	6	
Analysed increase		(39)

# 18. Other Expenses

Within Other Expenses is an amount of £58,942 (2010  $\,$ £35,975) paid in consideration of audit and accountancy fees