

**At the Annual General Meeting of
THE EQUITABLE LIFE ASSURANCE SOCIETY**

held on Monday, 19 May 2014 at 11.00 a.m.

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The following persons were present:

Ian Brimecome (Chairman) (in the Chair)
Keith Nicholson (Deputy Chairman)
Ian Gibson
Ian Reynolds
Cathryn Riley
Simon Small
Chris Wiscarson

There were 51 members entitled to vote present in person and 4 proxies who had been appointed by members to vote on their behalf at the meeting. Of the proxies, 3 were not in their own right entitled to vote.

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The Chairman, Ian Brimecome, opened the meeting and welcomed those attending. He introduced his fellow directors.

Presentations to the meeting were then given by the Chairman and by the Chief Executive, Chris Wiscarson. The Chairman reported that Ian Reynolds would be standing down as a director at the end of the year and thanked him warmly for his contribution over his eight years as a director.

Following the presentations, the Chairman indicated that the meeting would move on to the formal business. He asked that the Notice of the meeting and the Auditors' Report be taken as read and this was agreed.

The Chairman then proposed that the meeting receive and adopt the Report and Accounts but, before the resolution was put to the meeting, members' questions would be taken.

Questions were asked and comments made by 12 members or their proxies. Among topics raised were:

- the pensions changes announced in the Chancellor of the Exchequer's March 2014 Budget and, in particular: the relaxations on the manner in which benefits can be taken; the tax treatment of these; communication with policyholders regarding the additional freedom on taking benefits due to come into effect in April 2015 and its likely effect on policyholder behaviour;
- the Society in run-off: the effect on the distribution of capital to remaining policyholders and on the Society remaining a going concern; the size of the Society's current membership;
- Directors' remuneration: the increases in non-executive directors' fees in 2013 for the Chairman and in 2012 for the other non-executive directors; whether executive directors should be eligible for bonuses or should receive a fixed salary; that the Chief Executive's salary had not increased and he had not accepted a performance bonus; the tax treatment of reimbursed costs for executive directors' travel to the Aylesbury office and whether HM Revenue and Customs should be challenged on this;
- Guaranteed investment returns: the effect of the Society's capital distribution on the values of policies with and without guaranteed investment returns; the proportion of policies which have a guaranteed investment return; whether further consideration would be given to the possibility of buying out the guarantees in the Society's policies;
- the Society's unit-linked business: the saving in solvency capital required to be held if the planned repatriation of the unit-linked business takes place; the sale by Lloyds Banking Group of the investment managers, Scottish Widows Investment Partnership, to Aberdeen Asset Management;
- whether compensation could be considered for policyholders who had not met the deadline under the Personal Pensions Review conducted in 2000.

Responses were provided by the Chairman, the Chief Executive, the Chairman of the Remuneration Committee and the Finance Director.

The Chairman then moved to voting on the resolutions to be put to the meeting which were as set out on the poll card which members eligible to vote or their proxies had been given on entering the meeting. The Chairman proposed that all the resolutions should be dealt with on a show of hands.

The Chairman moved that the report of the Directors and the statement of accounts for the year ended 31 December 2013 together with the report of the auditors thereon be received and adopted. This resolution was passed overwhelmingly on a show of hands. The proxy votes received were displayed and the Chairman noted that the result of the show of hands was consistent with the proxy votes received.

The Chairman proposed that PricewaterhouseCoopers LLP be reappointed as auditors of the Society until the conclusion of the next General Meeting at which accounts are laid before the Society at a remuneration to be determined by the Board. This resolution was passed overwhelmingly on a show of hands. The proxy votes received were displayed and the Chairman noted that the result of the show of hands was consistent with the proxy votes received.

The Chairman proposed that the Directors' remuneration report be approved. This resolution was passed overwhelmingly on a show of hands. The proxy votes received were displayed and the Chairman noted that the result of the show of hands was consistent with the proxy votes received.

The Chairman proposed that the Directors' remuneration policy be approved. This resolution was passed overwhelmingly on a show of hands. The proxy votes received were displayed and the Chairman noted that the result of the show of hands was consistent with the proxy votes received.

Resolutions relating to the election of directors in place of those retiring at the meeting were then put to the meeting. The Chairman remarked that, as had been the practice in recent years, all the Society's directors were submitting themselves for re-election at the current meeting. The meeting voted on a resolution in respect of each of the directors retiring and seeking re-election at the meeting, these being: Ian Brimecome, Ian Gibson, Keith Nicholson, Ian Reynolds, Cathryn Riley, Simon Small and Chris Wiscarson. The Deputy Chairman, Keith Nicholson, took the chair for the part of the meeting during which the re-election of the Chairman, Ian Brimecome, was proposed and voted on. In each case the result of the show of hands was overwhelmingly in favour of the re-election of the director in question. After each show of hands, the proxy votes received were displayed and it was noted that the result of the show of hands was consistent with the proxy votes received. The Chairman noted that each of the directors standing for re-election had been re-elected as a director of the Society.

The Chairman declared the AGM closed at 12.23 p.m.

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