

READ CAREFULLY - THESE CHANGES WOULD AFFECT YOUR POLICY

Equitable Life

Definitions of terms in *bold italics* can be found in the glossary in the enclosed Explanatory Booklet Part B.

Private & Confidential

31 July 2019

CRN:

Rec Num

This letter and the enclosed documents contain important information about a *Proposal* that affects you. We strongly recommend you read them.

You are able to:

- Object if you feel you may be adversely affected by the *Transfer*.

If you have any questions call us on +44 1296 386242. Opening hours are between 9am and 5pm on UK working days.

Salutation

Our Proposal

This pack provides full details about the *Proposal* we first told you about last year on the future of the *Equitable*. Although the *Proposal* does not change the terms and conditions of your *Policy*, it would be affected by the *Transfer* to Utmost Life and Pensions, if the *Proposal* is approved.

What the *Proposal* is

Part one, which is referred to as the *Scheme*:

- ▶ Increases *With-Profits Policy Values* with an immediate one-off *Uplift*.
- ▶ Removes *Investment Guarantees* (including any guaranteed annual increases) and any *With-Profits Switching Rights*; and
- ▶ Converts *With-Profits Policies* to *Unit-Linked Policies*.

Part two, known as the *Transfer*:

- ▶ Transfers the *Equitable's* business to Utmost Life and Pensions. Your *Policy* would not be included in the *Transfer*, it would remain with *Equitable*, and the *Equitable* would become a subsidiary of Utmost Life and Pensions. The *Transfer* does not require a vote, but it does need approval by the *High Court*. *Policyholders* are able to object if they feel they are adversely affected by the *Transfer*.

Why this pack is important to you

The *Proposal* can only go ahead if *Scheme Policyholders* and *Eligible Members* vote for it and the *High Court* approves it. There are two votes, and both need to be in favour and the *High Court* needs to approve the *Scheme* and the *Transfer*, for the *Scheme* to become effective.

As you are not a *Scheme Policyholder* or an *Eligible Member* you are not entitled to vote, but you are able to object if you feel you will be adversely affected by the *Transfer*. More details about the *Transfer* can be found later in this letter.

Information included in this pack

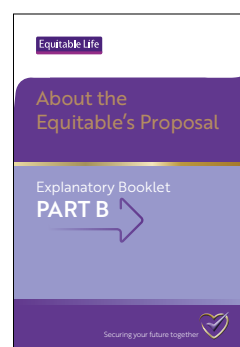
The *Equitable Board* considered a number of alternative options for the future of the *Equitable* before deciding on the *Proposal* (details of the alternative strategies considered can be found on pages 23 to 25 of the enclosed *Explanatory Booklet Part B*). The *Board's* conclusion is that the *Proposal* is in the best interests of *Policyholders*.

Explanatory Booklet Part A



This booklet provides you with key information about the *Proposal* and how it would impact you and other *Policyholders*.

Explanatory Booklet Part B



This booklet provides details of the *Proposal* and describes the impact on all policies. It covers the rationale for the *Proposal*, other options that have been considered and details of what support is available.

Summary reports from the *Policyholder Independent Expert* and the *Transfer Independent Expert* can be found in *Explanatory Booklet Part B* appendices VI and VIII. They consider the *Scheme* and the *Transfer* respectively.

What information is relevant to you

You are a *Policyholder* affected by the *Transfer* of your *Policy* to Utmost Life and Pensions.

Explanatory Booklets Part A and B provide full details of the *Proposal* but not all the information may be relevant to you. Page 3 of Part A explains which sections of that booklet are relevant to you. We recommend you pay particular attention to Section E in Part B. Although your *Policy* is excluded from the *Transfer* and remains with the *Equitable*, you are able to object if you believe you will be adversely affected by the *Transfer*.

What we are asking you to do

You should consider the information in this pack and then decide whether you want to object to the *Transfer*.

What will happen next

- ▶ Eligible *Policyholders* are being asked to vote on the *Scheme* and the *Change to the Articles*. Their last chance to vote will be at the *Policyholders' Meeting* and *EGM* on 1 November 2019 at 10am.
- ▶ If the two votes are in favour, and if the *Scheme* and the *Transfer* are approved by the *High Court* at the hearing scheduled for 22 November 2019, the *Proposal* is expected to take full effect on 1 January 2020. We will let *Policyholders* know the outcome of this hearing.

How it works

The *Proposal* Part one:

The Scheme – Vote 1

In order to make the changes to *With-Profits Policies* as outlined under Part one on the front page of this letter, we are following a legal process called a Scheme of Arrangement. The *Scheme* can only go ahead if it is approved by *Policyholders* that are affected by the *Scheme* and the *High Court* approves the *Scheme* and the *Transfer*.

If the required majority of *Policyholders* vote in favour at the *Policyholders' Meeting* and the *Extraordinary General Meeting* currently scheduled for 1 November 2019 at 10am, and we receive *High Court* approval, all *Scheme Policyholders* will be affected, even if they voted against the *Scheme*.

We have appointed a *Policyholder Independent Expert* who has considered the *Scheme* from the perspective of all *Policyholders*. His report will be reviewed by the *High Court* and a summary of this report is included in [Appendix VI of Explanatory Booklet Part B](#).

More details about the *Scheme*, including the risks of the *Proposal* and the challenges the *Equitable* faces if we continue as we are, can be found in [Section B of Explanatory Booklet Part B](#).

The Change to the Articles – Vote 2

As the *Equitable* will not cease to exist immediately after the *Scheme*, a *Change to the Articles* is required to make Utmost Life and Pensions, as the new intended owner of the *Equitable*, the sole *Member*. This change will be voted on at an *Extraordinary General Meeting* of *Members*, which will take place on the same date as the vote on the *Scheme*.

More details about the *Change to the Articles* are included in [Section C of Explanatory Booklet Part B](#).

Both the votes need to be in favour by the required majorities, and *High Court* approval must also be obtained for the *Scheme* and the *Transfer* in order for the *Scheme* to become effective.

If the *Scheme* does not go ahead, the *Equitable's* business would not be transferred to Utmost Life and Pensions and we would continue to run the *Equitable* as we do now and service your *Policy* as normal.

The Proposal Part two:

The Transfer

Almost all **Policies** and the business of the **Equitable** are proposed to be transferred to Utmost Life and Pensions under **Part VII** of the Financial Services and Markets Act 2000. Your **Policy**, like all **Irish Policies**, is not included in the **Transfer**. Your **Policy** will remain a policy of the **Equitable** and the **Equitable** will become a subsidiary of Utmost Life and Pensions. This process requires a **Transfer Independent Expert** to give their opinion in a report on the impact of the **Transfer** on all affected parties, including **Policyholders** of the **Equitable** and Utmost Life and Pensions. It also requires the **High Court** to approve the **Transfer**.

The terms and conditions of your **Policy** would not be affected by the **Equitable** becoming a subsidiary of Utmost Life and Pensions, should the **Proposal** proceed.

The legal process for the **Transfer** does not include a vote but you are able to raise objections or concerns if you believe you will be adversely affected by the **Transfer**. You are able to do this directly with the **High Court** in person or by legal representative. You can also raise any objections or concerns with us, in writing or over the phone. We will share any such objections or concerns with the **Regulators**, the **Transfer Independent Expert** and the **High Court**. You can find our contact details at the end of this letter. You should bear in mind that the **Proposal** as a whole will not go ahead if the **High Court** does not approve the **Transfer**.

The **Transfer** can only proceed if the **Scheme** and the **Change to the Articles** are both approved.

More details about the **Transfer** are included in **Section E of Explanatory Booklet Part B**. A summary of the **Transfer Independent Expert's** report is included in **Appendix VIII of Explanatory Booklet Part B**.

The **High Court** will only approve the **Scheme** and the **Transfer** if it considers it appropriate to do so. The hearing where the **High Court** will consider the **Scheme** and **Transfer** is expected to take place on 22 November 2019 at the Royal Courts of Justice, 7 Rolls Buildings, Fetter Lane, London, EC4A 1NL.

If that date changes, we will put an update on our website www.equitable.co.uk. If you are planning on attending the hearings, we recommend you check the website for any changes, but if you do not have access to the internet, let us know and we will contact you if the date changes.

How you can contact us

We recognise that we have provided you with a lot of information and making a decision about whether you want to object to the **Transfer** may not be straightforward. We have set up a dedicated helpline to provide support and guidance on the **Proposal** and the vote. We have also updated our website to provide you with a range of information that may help you and which includes links to key documents in relation to the **Scheme** and the **Transfer**. Full details of the support available can be found in [Section 15 of Explanatory Booklet Part A](#).

You can contact us in the following ways:



Phone: Outside the UK: [+44 1296 386242](tel:+441296386242)
Opening hours are between 9am and 5pm on UK working days.



Letter: Equitable Life, Walton Street, Aylesbury, Bucks, HP21 7QW



Email: info@equitable-int.com



Website: www.equitable.co.uk

We need to make you aware that scammers may use the **Proposal** we are making as an opportunity for them to take advantage of you. To help you spot a scam and decide what to do if you think you have been targeted by a scammer, we have included useful information in [Section 15 of Explanatory Booklet Part A](#).

We are committed to supporting policyholders that may identify themselves as being 'vulnerable' (for example as a result of disability (either mental or physical), terminal illness or having problems reading and understanding written materials). If you feel that you need some additional assistance from us, please contact us and let us know your circumstances and we will work with you to support you through this process.

On a personal note, I would like to say how pleased I am to be able to put this **Proposal** to you. The **Board** believes this **Proposal** offers the best outcome for our **Policyholders**, but it is important you make your own decision. We strongly encourage all **Policyholders** to read the material included in this pack and for all eligible **Policyholders** to exercise their right to vote and have their say on the future of the **Equitable**.

Yours sincerely

Simon Small, Chief Executive