

The Prudential Assurance Company Limited
With-Profits Committee
Terms of Reference

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Purpose

The purpose of this document is to set out the terms of reference for the With-Profits Committee (“WPC” and the “Committee”) established as part of the overall governance arrangements required for with-profits business, as set out in the Financial Conduct Authority’s (“FCA”) Conduct of Business Sourcebook (“COBS”).

1. Role

1.1. The WPC acts in an advisory capacity to: (i) inform the decision-making of the board of directors (the “PAC Board”) of The Prudential Assurance Company Limited (“PAC”) and each of its relevant subsidiary companies insofar as it relates to the management of the With-Profits Fund; and(ii) to ensure that the interests of with-profits policyholders are appropriately considered within PAC’s governance structures, considering issues affecting with-profits policyholders as a whole or as separately identifiable groups of policyholders.

1.2. In carrying out this role, for such time as the With-Profits Fund remains open for new business, the WPC will have regard to and receive regular briefings on PAC’s strategy for growing the Fund for future policyholders and the development of new products that are supported by the assets of the With-Profits Fund. The WPC will consider the implications of such growth strategies on the Fund and on current and potential new policyholders in providing any advice or guidance to the PAC Board.

2. Scope

2.1. The WPC is constituted by the PAC Board.

2.2. The WPC will have no decision making powers other than the specific responsibilities as described in the scheme for the transfer of the with-profits annuity business of The Equitable Life Assurance Society (“ELAS”) to PAC.

2.3. Decisions on the use of discretion in relation to with-profits business (and for the production of the relevant company’s annual report to with-profits policyholders) will be the responsibility of the relevant board of directors.

2.4. Although PAC’s Independent Governance Committee provides oversight of PAC’s contract-based workplace pensions, the WPC will also consider matters where they affect with-profits policyholders.

2.5. There will be a single WPC covering all with-profits policies issued by or reinsured into PAC. All of the Prudential UK’s with-profits business is managed within PAC. This business consists of policies:

2.5.1. written directly in PAC;

2.5.2. previously transferred to PAC from Scottish Amicable Life Assurance Society (“SALAS”), Scottish Amicable Life plc (“SAL”), and with-profits annuity business of ELAS transferred to PAC on 31 December 2007. The Scottish Amicable Insurance Fund (“SAIF”) merged with the Prudential’s With-Profits Sub Fund (“WPSF”) on 1 April 2021; and

2.5.3. reinsured into PAC from its subsidiary companies such as Prudential International Assurance plc (“PIA”). This includes with-profits business directly written in overseas territories including PAC Poland, other than where the business has subsequently been transferred out of PAC to a separate company.

2.6. The WPC will thus act as the with-profits committee for PAC and for each of its subsidiary companies writing with-profits business that is reinsured into PAC.

2.7. The establishment of the WPC and its membership are appropriate to the scale and complexity of PAC’s with-profits business.

3. Responsibilities

3.1. The role of the WPC is to assess, report on and provide clear advice and, where appropriate, make recommendations to PAC on:

3.1.1. the assessment of compliance with the relevant company’s Principles and Practices of Financial Management (“PPFM”);

- 3.1.2.** the way in which the with-profits fund is managed within PAC and whether this is properly reflected in the PPFM.
- 3.1.3.** the way in which discretion is exercised in relation to with-profits business;
- 3.1.4.** how the competing or conflicting rights and interests of with-profits policyholders and other policyholders and/or shareholders have been addressed in a way that is consistent with Principle 6 (Treating Customers Fairly) of the FCA's principles of good regulation;
- 3.1.5.** the investment management arrangements, general investment strategy, the relative investment performance of the with-profits fund, oversight in relation to PAC's supervision of the outsourced investment management arrangements; and
- 3.1.6.** such other matters that arise, from time to time, which may require consultation with the WPC.

- 4.1.7.** PAC's strategy for future sales supported by the assets of the with-profits fund and its impact on surplus;
- 4.1.8.** material new product developments;
- 4.1.9.** the impact of any management actions planned or implemented;
- 4.1.10.** relevant management information including customer complaints data;
- 4.1.11.** the drafting, review, updating of and compliance with run-off plans, Court schemes, mergers and similar matters;
- 4.1.12.** the costs incurred in operating the with-profits fund (including an annual review of the cost apportionment methodology and results) and any other costs associated with current or future operational, transformational or investment project supported by the assets of the with-profits fund;
- 4.1.13.** the identification and extent of PAC's with-profits funds, and consideration whether any part of the with-profits fund constitutes a separate sub fund; and
- 4.1.14.** the use and purpose of support assets that are available to the with-profits fund.

4. Duties

4.1. The following specific matters will be considered by the WPC:

- 4.1.1.** the identification of surplus and excess surplus, the merits of its distribution or retention and the proposed distribution policy;
- 4.1.2.** how bonus rates, smoothing, the treatment of policies with guarantees and, if relevant, market value reductions have been calculated and applied;
- 4.1.3.** the management of the with-profits fund inherited estate;
- 4.1.4.** if relevant, the relative interests of policyholders with and without valuable guarantees;
- 4.1.5.** with-profits policyholder communications and product literature and whether it wishes to make a statement or report to with-profits policyholders in addition to the annual report;
- 4.1.6.** any significant changes to the risk or investment profile of the with-profits fund including the management of material illiquid risk, reinsurance and PAC's obligations in relation to strategic investments;

5. Reporting

5.1. The WPC will monitor and consider relevant issues and information, and the Chair of the WPC will report to the relevant company board after each meeting, including recommendations on any area which requires PAC's consideration including:

- 5.1.1.** on the way in which PAC exercises discretion in relation to with-profits business;
- 5.1.2.** on the way in which PAC addresses any competing or conflicting rights and interests of policyholders and shareholders;
- 5.1.3.** with an assessment of PAC's compliance with its PPFM; and
- 5.1.4.** on any other issue concerning or affecting with-profits policyholders.

5.2. All material matters in relation to the use of discretion for with-profits business will be reviewed by the WPC. Material matters will include, but are not limited to:

5.2.1. distributions or other disbursements from the estate;

5.2.2. the implicit or explicit charges paid by the Defined Charge Participating Sub-Fund (“DCPSF”) for support from the estate within the With-Profits Sub-Fund (“WPSF”);

5.2.3. the drawing down of shareholder support under the Parental Support Arrangement; and

5.2.4. confirmation of the mortality bases to be used in any period for determining expected annuity payments on transferred Equitable Life policies.

5.3. The WPC will provide an annual report on issues considered to relevant company boards.

5.4 The WPC may issue a statement or report to with-profits policyholders in addition to PAC’s annual with-profits report to policyholders. If the WPC wishes to do this, PAC will facilitate the issuing of it.

5.5. The WPC will be consulted on the proposed appointment of the With-Profits Actuary. The WPC will also assess the performance of the With-Profits Actuary annually and submit a report to the PAC Board.

6. Membership

6.1. The members of the WPC shall be appointed by the PAC Board. The Committee will have at least three members.

6.2. The WPC will be consulted on the proposed appointment of additional members to the WPC and, in turn, will consult with the With-Profits Actuary on any such proposed appointment.

6.3. The Chair and the members of the WPC will be appointed for an initial term of three years, which may be renewed for two further periods of three years, subject to approval from the PAC Board. No member shall serve on the Committee for more than nine years from the date of his/her first election.

6.4. The composition of the WPC will be reviewed by the PAC Board at least triennially.

6.5. The Chair of the WPC will be approved as SMF15 pursuant to the Senior Managers Certification Regime.

6.6 WPC meetings will usually be attended by the M&G Life CEO, PAC’s Chief Risk Officer, Chief Financial Officer, Chief Actuary and the With-Profits Actuary. However, the Chair may choose to hold meetings, or parts of meetings, restricted to committee members only.

6.7. Other persons, whether employees or not of the M&G Plc group of companies, may attend at the Chair’s request.

6.8. PAC will ensure that the WPC has access to the External Auditors, the FCA or other regulators as required.

6.9. The current members of the WPC are detailed in Appendix B.

7. Meetings

7.1. The WPC will meet at least quarterly. Additional meetings may be held if necessary.

7.2. In the event that an urgent decision is required between meetings, the Secretary shall arrange for the relevant paper to be circulated to all WPC members and standing attendees by email or by use of a secure web portal for their consideration. The paper shall be noted at the next formal WPC meeting.

7.3. The quorum for WPC meetings will be no less than two WPC members, one of whom should be the Committee Chair wherever possible.

7.4. Potential conflicts of interest will be declared and managed in accordance with the relevant policy.

7.5. If any member is unable to attend a particular meeting, then a written submission may be made to the Chair in advance.

7.6. There may be circumstances where it is necessary to hold additional Committee meetings at short notice (for example if market conditions were such that material changes to bonus rates or PAC’s application of Market Value Adjustments are required).

7.7. All or any of the WPC members may participate in meetings by telephone or by any communication equipment which allows all participants in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to be counted in a quorum. A resolution passed at a meeting in accordance with this provision shall be as valid and effectual as if it had been passed at a meeting held in person.

8. Minutes

8.1. Minutes are to be prepared for each Committee meeting.

8.2. The draft minutes of each Committee meeting shall be reviewed by the Chair and circulated to all Committee members by the Secretary as soon as practicable but no later than the distribution date of the papers for the next meeting of the Committee

9. Support

9.1. PAC will furnish the WPC with the necessary resources to carry out its duties, including:

9.1.1. all information (including information requiring additional runs of the economic capital model), documents and access to individuals (including secretarial support) which the WPC reasonably considers necessary to satisfy the requirements set out in these terms of reference;

9.1.2. information relevant to its terms of reference even when the WPC does not ask for it and bring issues to the attention of the WPC at an early stage; and

9.1.3. access to professional advice, including external independent advice, to support its work, where the WPC reasonably considers it necessary to satisfy the requirements set out in these terms of reference.

10. Evaluating Performance

10.1. In order to ensure that the Committee is fulfilling its duties, it will:

10.1.1. assess its performance against the requirements of these terms of reference, provide that information to the PAC Board and propose to update these terms of reference if required;

10.1.2. provide any information that PAC Board may request to facilitate its review of the Committee's performance and that of its members; and

10.1.3. obtain feedback from the PAC Board on the Committee's performance on an annual basis and implement any agreed action.

11. Escalation

11.1. The WPC will consider whether or not there are any specific issues which should be proactively raised with the Prudential Regulation Authority or the FCA, with reference to the guidance contained in the relevant current policy, and to record whether or not there are any such issues in the minutes of each meeting.

Appendix A – Date of Last Revision and Approval

Revision	Approval
Approved by PAC Board 19 June 2015	Approved by WPC 1 May 2015 Approved by PAC Board 19 June 2015
V2.0 (October 2015)	Approved by WPC 10 September 2015 Approved by PAC Board 06 October 2015
V2.1 (June 2016)	Minor Changes no approval required
V3.0 (September 2016)	Approved by WPC 1 September 2016 Approved by PAC Board 29 September 2016
September 2017	Draft to WPC 15 November 2017
July 2018	Draft to WPC 14 September 2018
November 2018	Draft to WPC 7 December 2018
V4.0 (March 2019)	Approved by the PAC Board 20 March 2019
V5.0 (November 2019)	Draft to WPC 12 November 2019 Approved by PAC Board 28 November 2019
V6.0 (December 2020)	Draft to WPC 9 December 2020 Approved by PAC Board 19 February 2021
V7.0 (April 2021)	Draft to WPC 1 April 2021 Approved by PAC Board on 21 April 2021
V8.0 (April 2022)	Draft to WPC 10 May 2022 Approved by PAC Board 26 July 2022
V9.0 (April 2023)	Draft to WPC 9 May 2023 Approved by PAC Board 26 July 2023
V10.0 (April 2024)	Draft to WPC 8 May 2024 Approved by PAC Board 10 July 2024
V10.1 (October 2024)	Draft to WPC 5 September 2024 Approved by PAC Board 15 October 2024
V10.2 (October 2025)	Draft to WPC 8 October 2025 Approved by PAC Board 29 October 2025

Appendix B – Membership

Member's Role	Name	Rationale for Membership
Chair – With-Profits Committee	Robert Talbut	Chair and independent member responsible for ensuring that the interests of with-profits policyholders are appropriately considered within PAC's governance structures
With-Profits Committee Member	Katie Blacklock	Independent member responsible for ensuring that the interests of with-profits policyholders are appropriately considered within PAC's governance structures
With-Profits Committee Member	Louise Fowler	Independent member responsible for ensuring that the interests of with-profits policyholders are appropriately considered within PAC's governance structures
With-Profits Committee Member	Nicholas Rowley	Independent member responsible for ensuring that the interests of with-profits policyholders are appropriately considered within PAC's governance structures
With-Profits Committee Member	Stephen Wilson	Independent member responsible for ensuring that the interests of with-profits policyholders are appropriately considered within PAC's governance structures

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