



Supplementary Report to the Report of the Independent Expert

Supplementary Report of the Independent Expert on
the proposed Scheme of Arrangement between
holders of certain policies in the Liver Ireland Sub-
Fund and Royal London Insurance DAC

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1 INTRODUCTION

Purpose of this report

- 1.1 I have been appointed as the Independent Expert in relation to the proposed scheme of arrangement ("**SOA**") in Ireland (the "**Liver Ireland Scheme**" or the "**Scheme**"), pursuant to Part 9 of the Irish Companies Act 2014, in respect of the eligible policyholders in the sub-fund maintained by Royal London Insurance DAC ("**RLI DAC**") for its ex-Royal Liver business (the "**Liver Ireland Sub-Fund**"). In summary, my role as Independent Expert is to consider the proposed Liver Ireland Scheme and its effects on the policyholders of RLI DAC, and whether it meets the overall requirement of being fair and reasonable to those policyholders.
- 1.2 I have previously prepared a report (the "**Independent Expert's Report**") dated 10 June 2022 on the terms of Liver Ireland Scheme. The Independent Expert's Report summarises the terms of the proposed Scheme and sets out my conclusions on its likely effects on (amongst other things) the security of benefits and the fair treatment and reasonable benefit expectations of RLI DAC's policyholders. In assessing the proposed Scheme, I considered the extent to which the Scheme meets a series of tests which I have adopted and which I term "**Fairness Tests**". The details of the Fairness Tests are set out in Section 8 of the Independent Expert's Report, and my considerations in respect of each of these Fairness Tests are set out in Sections 9 to 14 of the Independent Expert's Report.
- 1.3 This report (the "**Supplementary Report**") provides an update on my conclusions as set out in the Independent Expert's Report in the light of further information now available to me.
- 1.4 This Supplementary Report should be read in conjunction with the Independent Expert's Report. In particular, in this Supplementary Report, I have not sought to summarise the terms of the proposed Scheme or set out my conclusions in full again from the Independent Expert's Report. For convenience, I have defined (in bold) certain terms in this Supplementary Report; otherwise, all abbreviations, capitalised terms and technical terms used in this Supplementary Report have the same meaning as in the Independent Expert's Report.
- 1.5 I understand that a copy of the Supplementary Report will be presented to the High Court in Ireland (the "**Irish High Court**") and will also be made generally available by RLI DAC on its website.
- 1.6 Concurrently in the United Kingdom ("**UK**"), The Royal London Mutual Insurance Society ("**RLMIS**") is proposing another SOA (the "**UK Scheme**"), pursuant to Part 26 of the Companies Act 2006. The purpose of the UK Scheme is to enable the consolidation of RLMIS's Royal Liver Sub-Fund (the "**Liver Fund**") into its Royal London Open Fund (the "**RL Open Fund**"). I have summarised the terms of the UK Scheme in the Independent Expert's Report.
- 1.7 The Liver Ireland Scheme and the UK Scheme are co-dependent, i.e. they would both need to be sanctioned to take effect. In this Supplementary Report, I use the terms "**the proposed Schemes**" or "**the Schemes**" to cover the two SOAs as a whole. As the Schemes are co-dependent and, as certain RLI DAC policies are reinsured to RLMIS, I will need, when considering the Liver Ireland Scheme, also to understand and consider the terms of the UK Scheme.
- 1.8 The terms of my appointment as the Independent Expert for the Liver Ireland Scheme are governed by the engagement letter between Milliman Limited and RLI DAC dated 16 July 2020, and this Supplementary Report has been prepared in accordance with the terms of that engagement letter.
- 1.9 Separately, RLMIS has appointed my colleague, Nick Dumbreck, from Milliman LLP in the UK to perform the role of independent expert (the "**UK Independent Expert**") in relation to the proposed UK Scheme and the proposed amendment to the existing Scheme governing its PLAL business. The terms of his appointment are covered under a separate agreement between RLMIS and Milliman LLP.

Reliances and limitations

- 1.10 The statements in the Independent Expert's Report regarding qualifications and disclosures; the parties for whom my report has been prepared; reliances and limitations; and, professional guidance, also apply to this Supplementary Report, except that this Supplementary Report is based on the information available to me at, or prior to, 25 October 2022, and takes no account of developments after that date.
- 1.11 In preparing the Supplementary Report, I have had access to certain documentary evidence provided by RLI DAC and RLMIS, the principal elements of which I list in Appendix A to this report. In addition, I have had access to, and discussions with, the senior management of both RLI DAC and RLMIS. My conclusions depend on the substantial accuracy of this information, and I have relied on this information without independent verification. There are no documents or other information that I have requested and that have not been provided.

- 1.12 This Supplementary Report should be read in conjunction with the Independent Expert's Report, as reading this report in isolation may be misleading. The Supplementary Report should also be read in conjunction with the other documents that pertain to the proposed Scheme.
- 1.13 This Supplementary Report, and any extract or summary thereof, has been prepared specifically and solely within the context of the assessment of the terms of the proposed Liver Ireland Scheme. No liability will be accepted by Milliman, or me, for any application of this Supplementary Report to a purpose for which it was not intended, nor for the results of any misunderstanding by any user of any aspect of this Supplementary Report (or any summary thereof). Judgments as to the conclusions contained in this Supplementary Report should be made only after studying both this report and the Independent Expert's Report in their entirety. Furthermore, conclusions reached by the review of a section or sections on an isolated basis may be incorrect. Draft versions of this Supplementary Report should not be relied upon for any purpose.
- 1.14 This Supplementary Report is for the exclusive benefit of RLI DAC, the Irish High Court and any other courts to which the Supplementary Report must be submitted to implement the Liver Ireland Scheme. Subject to paragraph 1.15 below, the Supplementary Report may not be disclosed or supplied to any other party without my prior specific written consent. In the event such consent is provided, the Supplementary Report must be provided in its entirety. In addition, a summary of this report may not be made without my written consent and, in particular, a summary of this report may not be distributed to policyholders without my prior approval. I do not and will not accept any responsibility, duty of care or liability to any person other than RLI DAC in relation to the Supplementary Report.
- 1.15 The Supplementary Report may be made generally available by RLI DAC on its website and filed by RLI DAC with the Irish High Court in connection with the Liver Ireland Scheme. RLI DAC may also circulate copies of Supplementary Report to:
- those of its policyholders who ask for a copy;
 - the directors of, and professional advisors retained by, RLI DAC, and those employees of RLI DAC or their affiliates who are involved in the development of the Liver Ireland Scheme;
 - the Central Bank of Ireland, the Prudential Regulation Authority in the UK, the Financial Conduct Authority in the UK, or any other relevant regulatory authorities;
 - the lawyers and brokers dealing with or representing individual claimants in relation to the RLI DAC business; and,
 - such other persons (including any regulators) who are entitled to receive the Supplementary Report by virtue of any court order or any other requirement of law.

2 ANALYSIS AND CONCLUSIONS

Approach

- 2.1 I have sought and received additional information from RLMIS and RLI DAC in order to consider if any event or change in circumstances has occurred that would cause me to alter the conclusions I expressed in the Independent Expert's Report.
- 2.2 The information I have requested has been selected based on the actions that have been taken relating to the preparation for the implementation of the Scheme, as well as my knowledge of developments in the insurance industry and the wider economic environment, which I consider likely to have a direct or indirect impact on RLI DAC and/or RLMIS.
- 2.3 In particular, I have considered developments in the following areas:
- the Convening Hearings;
 - objections and complaints received from policyholders relating to the proposed Schemes;
 - the Scheme Meetings (also known as the policyholder meetings);
 - the results of the policyholder votes;
 - any changes in the circumstances of either RLMIS or RLI DAC, including updated financial information;
 - whether the assumptions noted in the Independent Expert's Report remain valid;
 - the communication materials in respect of the Liver Ireland Scheme due to be issued to Ireland Included Policyholders and holders of Ireland HITM policies after the implementation of the Schemes (the "**Confirmation Mailing**"); and,
 - current issues in the life insurance industry, including any changes to the regulatory environments.
- 2.4 Having received such additional information, I have then considered what impact, if any, this would have on the opinions I expressed in the Independent Expert's Report.
- 2.5 The main pieces of additional information received are listed in Appendix A.

Developments since the completion of the Independent Expert's Report

- 2.6 In the following paragraphs, based on the information provided to me by RLMIS and RLI DAC, I provide a summary of what I consider to be the key developments during the period since the Independent Expert's Report was issued.

THE CONVENING HEARINGS

- 2.7 The Convening Hearing for the Liver Ireland Scheme took place on 21 June 2022, and the Convening Hearing for the concurrent UK Scheme took place on 28 June 2022.
- 2.8 The main purpose of the Convening Hearings was to ask the Irish High Court and the English High Court to convene the Scheme Meetings for the Schemes.
- 2.9 In respect of each of the Schemes, the relevant High Court was asked to consider whether more than one meeting of creditors would be required and, if so, the appropriate composition of the meetings.
- 2.10 RLI DAC proposed that the Ireland Eligible Policyholders should vote together as a single class at a single meeting in relation to the Liver Ireland Scheme, and RLMIS proposed that the UK Eligible Policyholders should vote together as a single class at a single meeting in relation to the UK Scheme. In each case, the relevant High Court needed to be satisfied that this was appropriate, having regard to the rights that the Eligible Policyholders have and the effect of the Offer on those rights.
- 2.11 The High Courts would also have taken into account any representations that policyholders made, particularly in relation to the proposal that there should be a single class and a single Scheme Meeting (in respect of each of the proposed Schemes). No policyholders made any such representations at either of the Convening Hearings.
- 2.12 At the Convening Hearings:
- the Irish High Court granted an order to convene one Scheme Meeting at which the Ireland Eligible Policyholders would vote on the Liver Ireland Scheme as a single class (the "**Ireland Scheme Meeting**"); and,

is not as well developed, including advertising in newspapers primarily circulating in regions where a material proportion of the mailing population reside. This resulted in a small number of Gone-Aways reengaging with RLI DAC.

- 2.22 I remain satisfied that the steps that have been taken to minimise the number of Gone-Away Ireland Eligible Policyholders are reasonable.
- 2.23 Taking into account these developments in respect of the mailings and Gone-Aways, I am satisfied that my conclusions in respect of the Policyholder Communications test and Fair Conduct test remain as stated in the Independent Expert's Report.

OBJECTIONS AND COMPLAINTS

Introduction and summary of correspondence

- 2.24 RLMIS and RLI DAC have received comments on the Schemes from policyholders via email, letter, telephone, and in person at the Scheme Meetings. In my consideration of the objections and complaints received on the Liver Ireland Scheme, I have also had regard to those received on the UK Scheme to the extent that they are relevant to the Liver Ireland Scheme.
- 2.25 At the time of writing this Supplementary Report, RLMIS and RLI DAC had received (across both Schemes):
- Two objections (one of which was in respect of the Liver Ireland Scheme); and
 - Three complaints (one of which was in respect of the Liver Ireland Scheme).
- 2.26 I have not received any correspondence regarding the Liver Ireland Scheme directly from RLI DAC policyholders.
- 2.27 I have been provided with copies/transcriptions of the submissions that are classed as objections or complaints to the Schemes, and copies of the responses that have been sent to the policyholders in question from RLMIS or RLI DAC by the date of this Supplementary Report.
- 2.28 I have reviewed the correspondence in question and consider that the responses from RLMIS and RLI DAC appropriately address the questions or issues raised. I am also satisfied that the criteria used to determine whether a submission should be classified as an objection are reasonable, and that they have been applied appropriately. That being said, I have considered all objections and complaints equally regardless of how they were categorised, noting that those objecting had the opportunity to vote against the Scheme for which they are eligible.
- 2.29 The main arguments and issues put forward in the objections and complaints are listed below:
- Three policyholders (in two objections and one complaint) did not agree that a Scheme Contribution should be deducted from the Liver Fund Estate before its distribution to Included Policyholders (considered in paragraphs 2.31 to 2.36 below).
 - Two policyholders (in an objection and a complaint) considered the communications sent to Eligible Policyholders in respect of the Schemes to be too long and/or the proposals to be too complex (considered in paragraphs 2.37 to 2.42 below)
 - One policyholder (in an objection) did not want any changes to their policy (considered in paragraphs 2.43 to 2.44 below).
 - One policyholder wanted formal advice on how to vote on the UK Scheme and was frustrated when this advice could not be provided by RLMIS (considered in paragraphs 2.45 to 2.47 below).
- 2.30 In the following subsections I set out my consideration of the objections and complaints received.
- ### Objections and complaint in respect of the Scheme Contribution
- 2.31 The Offers under the proposed Schemes involve giving up a Scheme Contribution in return for an immediate and certain distribution of the Liver Fund Estate. Eligible Policyholders therefore needed to consider, based on their own risk preferences, if the certainty of the distribution was desirable in the context of the cost for this (the Scheme Contribution).
- 2.32 The total Scheme Contribution for the Schemes is £53.7 million, comprising a CFC of £43.2 million, a Project Costs Allowance of £7.2 million and a Premium Uplift Contribution of £3.3 million.

- 2.33 As the Independent Expert for the Liver Ireland Scheme, I have considered whether it is appropriate to charge the Liver Estate for these three components, and whether the amounts charged for these components (and so the total Scheme Contribution) are reasonable.
- 2.34 In Section 10 of the Independent Expert's Report, I have set out my consideration of the components of the Scheme Contribution and my conclusions were:
- In paragraph 10.32, I am satisfied it is reasonable to charge an amount to the Liver Fund Estate as compensation for the RL Open Fund taking on the capital requirements of the Liver Fund, and in paragraph 10.43, having considered all of the components of the calculation of the CFC, I am satisfied that the methodology used to calculate the CFC and the assumptions underlying this calculation are reasonable when taken in the round.
 - In paragraph 10.57, I am satisfied that the methodology used to calculate the Project Costs Allowance and the assumptions underlying this calculation are appropriate, and that the Project Costs Allowance allocated to the Liver Fund and the Liver Ireland Sub-Fund is reasonable.
 - In paragraph 10.68, I am satisfied that it is reasonable to extend the uplift to the amount allocated to asset share in respect of future premiums as set out above and that the Premium Uplift Contribution represents a fair amount to deduct from the Liver Fund Estate to cover these future uplifts.
- 2.35 I am not aware of any developments since the finalisation of the Independent Expert's Report that would affect these conclusions, and so I remain satisfied that the Scheme Contribution is reasonable.
- 2.36 I further note that, while the Premium Uplift Contribution of £3.3 million would be deducted from the Liver Fund Estate, if future experience is in line with best estimate assumptions, the entirety of the Premium Uplift Contribution would be returned to premium-paying with-profits Included Policyholders through the application of the Offer Uplift to asset share in respect of future premiums.

Objection and complaint in respect of the length and complexity of the communications received

- 2.37 In respect of the length of the communications, as set out in Section 12 of the Independent Expert's Report, while the policyholder communications are quite lengthy, this reflects the complexity of the Schemes and associated changes, and I did not consider that any unnecessary detail has been included. Accordingly, I was comfortable to conclude that the information provided to policyholders in respect of the Liver Ireland Scheme (in the Appetite Mailing and the Voting Packs) may be regarded as concise as well as clear and of an appropriate level of detail.
- 2.38 Further to these considerations, I note that RLI DAC took steps to reduce the volume of material by:
- Including summaries of the Liver Ireland Scheme and the various reports, such as the Independent Expert's Report, in the communications packs, with a link to RLI DAC's website if policyholders would like to read the full documents (as well as the ability to request paper copies from RLI DAC if any policyholder wished);
 - Creating two versions of the Explanatory Booklets (Part A and Part B), with Part A being more high-level and included in the communications pack mailed to policyholders, and Part B being more detailed and included on RLI DAC's website (and available as a paper copy on request) in case policyholders wanted to read more about any aspect of the Liver Ireland Scheme; and
 - Ensuring the key features of the proposals and the required actions from Ireland Eligible Policyholders were clear in the short covering letters.
- 2.39 In respect of the complexity of the communications, I recognise that the proposals could be confusing, in particular for policyholders who do not have detailed knowledge of how a with-profits policy works, including the presence of the Liver Fund Estate (to, among other things, cover capital requirements in the Liver Funds) and its distribution to policyholders over time.
- 2.40 In Section 12 of the Independent Expert's Report, I concluded that I was satisfied that the details of the compromise, and in particular the materiality of the Scheme Contribution being given up in exchange for certainty, had been set out clearly in the voting packs so that Eligible Policyholders could make an informed decision on how to vote.
- 2.41 In particular, I noted that RLI DAC took steps to clarify the proposals by:
- providing a reminder of how the policyholders' with-profits policies work as part of the Appetite Mailing, to inform policyholders of this separately from the proposals under the Schemes;
 - including information in the voting pack on what would and would not change if the Schemes were to be implemented;
 - providing a personalised illustration to indicate the effect of the Schemes on the policyholders' Eligible Policies;

- providing an established support team to deal with policyholder queries, including these objections and complaints in relation to the complexity of the Schemes; and
- giving Ireland Eligible Policyholders the opportunity to ask questions at the Ireland Scheme Meeting.

2.42 Overall, I remain satisfied that the information provided to Ireland Eligible Policyholders in respect of the Liver Ireland Scheme was clear, concise, and of an appropriate level of detail, and was provided in good time to allow them to assess the proposals and make an informed decision regarding the policyholder vote on the Liver Ireland Scheme.

Objection in respect of a preference for no changes to the policies

2.43 The Offers under the proposed Schemes involve giving up a Scheme Contribution in return for an immediate and certain distribution of the Liver Fund Estate. However, other than this change in the approach to the distribution of the Liver Fund Estate, there would be no fundamental changes to the way in which the policies of the Liver Funds operate. In particular:

- the with-profits Included Policies will continue as with-profits policies, with their discretionary bonuses following the implementation of the Schemes reflecting their uplifted asset shares; and
- the CB Included Policies will continue as CB policies, with their benefits following the implementation of the Schemes being defined by their claim values including the Uplift.

2.44 As set out in Section 10 of the Independent Expert’s Report, the implementation of the Schemes would result in a different allocation of the Liver Fund Estate across the Included Policies than would be the case under the future distribution of the Liver Fund Estate in the absence of the Schemes. Some groups of policies would receive a higher allocation as a result of the Schemes, and some would receive a lower allocation. However, I concluded that I was satisfied that the change in the pattern of estate distribution would not have a material adverse effect on the reasonable benefit expectations of the Ireland Included Policyholders, and there have been no developments since the finalisation of the Independent Expert’s Report that have caused me to change this conclusion.

Complaint in respect of the non-provision of formal advice in respect of the policyholder vote

2.45 Neither RLI DAC nor RLMIS established a formal guidance or advice proposition for Eligible Policyholders affected by the Schemes, and so although this complaint was raised in respect of the UK Scheme, I have considered it also in respect of the non-provision of advice for the Liver Ireland Scheme.

2.46 In Section 12 of the Independent Expert’s Report, I concluded that I was satisfied that it was appropriate for RLI DAC not to provide formal advice and guidance on the proposed Scheme for the following reasons:

- The likely costs of providing formal advice and guidance for the Schemes for each Eligible Policyholder would be a material proportion of the average uplift a with-profits Eligible Policy would receive under the Offer, and higher than the average uplift a CB Eligible Policy would receive under the Offer. Although only a proportion of Eligible Policyholders would take up the offer of advice and guidance, these costs would be met by the Liver Fund Estate, which would reduce the Offer Uplift available to all Eligible Policyholders.
- I reviewed the communications strategy and policyholder communications for the Scheme, and I was satisfied that the information provided to Ireland Eligible Policyholders, in conjunction with the access to further information or assistance available over the phone, on request by post and on the RLI DAC website, would be sufficient to ensure that Ireland Eligible Policyholders have access to an appropriate level of support when making a decision on how whether to vote in favour or against the Offer. I note the policyholder raising this complaint was referred again to this information, and to the personalised illustration in particular.
- Under the Scheme, policyholders are making a decision about the certainty of their share of the Liver Fund Estate, but policyholders are not being asked to give up anything (e.g. guarantees on their policies) in exchange for the Offer Uplift.

2.47 I remain satisfied that this approach is reasonable for the reasons set out above.

Conclusions

2.48 Taking into account the objections and complaints received from policyholders, for the reasons set out above I remain satisfied that my conclusions in respect of each of the Fairness Tests as stated in the Independent Expert’s Report remain valid.

THE SCHEME MEETINGS

- 2.49 The Ireland Scheme Meeting was held at 11:00 on 20 October 2022. It was held as a “hybrid” meeting, with the option for policyholders to attend either in person or on-line. 17 policyholders attended in person, and there were 3 policyholders who attended virtually.
- 2.50 All policyholders attending (either virtually or in person) had the opportunity to ask questions or make comments on the Liver Ireland Scheme at the Ireland Scheme Meeting. Questions were received from several policyholders in the room and from one of the policyholders who had joined on-line. The questions received can be categorised as follows:
- whether this is the right time to undertake the Scheme given the current economic situation;
 - when the Uplift would be applied and the impact it will have on certain policies, including a request for specific advice on whether the policyholder would benefit from the Scheme;
 - whether other policy terms and conditions would be affected by the Scheme, e.g. periodic payments; and
 - general questions about the number of the Eligible Policyholders and the mix of Eligible Policy types, as well as the number that had chosen to attend the meeting.
- 2.51 In my view, all of the questions and comments received were responded to clearly, accurately and fairly at the Ireland Scheme Meeting.
- 2.52 None of the questions or comments made at the Ireland Scheme Meeting have changed my conclusions in respect of the Liver Ireland Scheme. In particular, I have already considered these areas in either (or both of) the Independent Expert’s Report and this Supplementary Report. For the avoidance of doubt, no new objections or complaints were raised at the Ireland Scheme Meeting.
- 2.53 The UK Scheme Meeting will be held on 15 November 2022, which is after the finalisation of this Supplementary Report but before the Sanction Hearing for the Liver Ireland Scheme. In any case, I will not be attending this meeting and so I could not comment on the conduct of RLMIS in respect of this meeting. This will be considered by the UK Independent Expert opining on the UK Scheme. I will, however, consider any further objections or complaints raised by policyholders on the UK Scheme, and if required, I will provide an update on my views to the Irish High Court at the Sanction Hearing for the Liver Ireland Scheme.

THE RESULTS OF THE POLICYHOLDER VOTES

Introduction and summary of results

- 2.54 There are two voting thresholds (the “**Offer Acceptance Thresholds**”) for each Scheme, set out in the respective Companies Acts (Part 26 of the Companies Act 2006 in the UK and Part 9 of the Companies Act 2014 in Ireland). The Offer Acceptance Thresholds are the same in both countries.
- 2.55 The Offer Acceptance Thresholds, which need to be met are:
- **Threshold 1:** More than 50% of the Eligible Policyholders who vote on the Offer must vote in favour of the Offer; and
 - **Threshold 2:** Those Eligible Policyholders who vote in favour of the Offer must represent at least 75% by value of those voting.
- 2.56 Each Scheme must meet both of its Offer Acceptance Thresholds before RLMIS or RLI DAC may seek the sanction of the Schemes from the respective High Courts.
- 2.57 As set out in Section 1, the Schemes are co-dependent and so the Offer Acceptance Thresholds for each Policyholder Vote needs to be passed for the Schemes to proceed to the Sanction Hearings.
- 2.58 The results of the Policyholder Vote for the Liver Ireland Scheme were:
- in respect of Threshold 1, 95.9% of the Ireland Eligible Policyholders who voted on the Offer voted in favour of the Offer or the Liver Ireland Scheme; and
 - in respect of Threshold 2, the Ireland Eligible Policyholders who voted in favour of the Offer represented 96.9% by value of those voting.
- 2.59 The Offer Acceptance Thresholds were therefore met by the Policyholder Vote for the Liver Ireland Scheme.

- 2.60 The Policyholder Vote for the UK Scheme will close on 15 November 2022, and so final results are not available in respect of the UK Scheme at the time of finalising this Supplementary Report. However, the indicative results from postal votes received to date suggest a similar result to the Policyholder Vote for the Liver Ireland Scheme.
- 2.61 In addition, RLI DAC has carefully considered other aspects of the result of the Policyholder Vote before deciding to proceed to the Sanction Hearing for the Liver Ireland Scheme, and RLMIS will consider this similarly in respect of the UK Scheme.
- 2.62 RLI DAC has provided me with analysis of the results of the Policyholder Vote that examines whether there are any unexpected results, biases or skews in response rates or percentage of policyholders voting in favour of the Liver Ireland Scheme, which might suggest that certain sub-groups of the Ireland Eligible Policyholders might have had difficulty understanding the Ireland Offer or might have considered they would be adversely affected by the Ireland Offer.
- 2.63 The voting patterns of the Ireland Eligible Policyholders were analysed according to the following factors: age, expected date of claim, policy type, gender, product type (with-profits versus contingent bonus), policy size (as measured by each policy's Vote Value), moneyness of guarantees, and premium paying status (regular premium-paying versus others).
- 2.64 RLMIS will produce a similar analysis of the results of the Policyholder Vote for the UK Scheme. I have seen initial drafts of this analysis based on postal votes received to date.
- 2.65 I am satisfied that RLI DAC and RLMIS have considered a sufficiently broad variety of sub-groups of the Eligible Policyholders that could divide the Eligible Policyholders in terms of their likelihood of responding on the Offer or of voting differently on the Offer (to the extent that different sub-groups can be identified from data available).
- 2.66 I have set out my consideration of the response rates for the Liver Ireland Scheme in the following subsections.

Considerations of response rates

- 2.67 After the votes had been counted at the Ireland Scheme Meeting (including those submitted by post), 9,723 votes were received from the 55,627 Ireland Eligible Policyholders who were mailed (the Ireland Eligible Policyholders excluding Gone-Aways). This corresponds to response rates for those who could have voted on the Offer (excluding Gone-Aways) of:
- 17.5% of the Ireland Eligible Policyholders by count; and
 - 33.7% of the total Vote Value in respect of the Ireland Eligible Policyholders.
- 2.68 Considering these overall response rates:
- I am satisfied that reasonable steps were taken in the communications with Ireland Eligible Policyholders to highlight the importance of reading the information in the voting packs and voting on the Liver Ireland Scheme, including sending a reminder mailing if there had not been a response within four weeks of receiving their voting pack;
 - I am satisfied that reasonable steps were taken to support policyholder queries to assist them in making an assessment on how to vote in respect of the Liver Ireland Scheme; and
 - These response rates are not out of line with those observed for other SOAs in the UK. (I compare against the UK experience in this case as, to the best of my knowledge, there is no precedent in Ireland whereby a life insurer has used an SOA.)
- 2.69 Considering the response rates by different sub-groups, the analysis from RLI DAC shows that those with higher value policies (as measured by their Vote Value) were more responsive than those with lower value policies. This possibly reflects (among other things) that those with higher value policies may be more engaged with their policy as part of their financial planning, and that the Scheme has more of an impact (in absolute monetary terms) for these policies through the uniform Uplift percentage. Therefore, I do not consider this outcome to be unexpected or concerning. I have, however, considered whether the lower response rates for smaller policies may suggest that vulnerable customers were less able to engage with the Scheme and I note the analysis of response rates by other categories, e.g. age or premium paying status, do not indicate similar biases towards those who may be considered more likely to be vulnerable.
- 2.70 There were no other notable skews in response rates and, in particular, nothing that suggests to me that any groups of policyholders were disadvantaged in their ability to engage with the Scheme and the Policyholder Vote.

2.71 Taking the above into account, I am satisfied that the response rates on the Liver Ireland Scheme are sufficient to draw conclusions on the wishes of Ireland Eligible Policyholders.

Considerations of those who voted against the Offer

2.72 A total of 398 Ireland Eligible policyholders voted against the Liver Ireland Scheme.

2.73 Considering the vote results by different sub-groups, the analysis from RLI DAC shows there is a slight skew in vote results for those Ireland Eligible Policyholders with pension policies. In particular, votes in favour of the Liver Ireland Scheme are close to 100% for those close to the retirement date, trending downwards to around 88% for those further from their retirement date (more than 15 years).

2.74 This result is not unexpected. Considering the compromise, and in particular Figure 16 in Section 10 of the Independent Expert's Report, those exiting in the short-term are almost certain to benefit from the Scheme in monetary terms, while those exiting in the longer-term benefit primarily from the certainty that the Scheme provides with a reduction in their best estimate expected distribution from the Liver Fund Estate. However, even with this skew in results, the Offer Acceptance Thresholds (of 75%) would still have been passed if considering these sub-groups in isolation.

2.75 Therefore, I am comfortable to conclude that there are no sub-groups of Ireland Eligible Policyholders identified as having a disproportionate number of policyholders who feel they would be adversely affected by the implementation of the Liver Ireland Scheme. I am therefore satisfied that it is reasonable to conclude that those Ireland Eligible Policyholders who voted against the Liver Ireland Scheme have done so based on their personal circumstances and own views, rather than because of any systemic disadvantage for any particular sub-group.

Conclusion

2.76 Having considered the response rates and results of the policyholder vote, I remain satisfied that it is appropriate for non-respondents and those who voted against the Offer to be bound by the Liver Ireland Scheme if it were to be implemented. For the avoidance of doubt, taking into account my consideration of Gone-Aways in paragraphs 2.20 to 2.23 above, I also remain satisfied that it is appropriate for Gone-Aways to be bound by the Liver Ireland Scheme if it were to be implemented.

UPDATES ON THE CIRCUMSTANCES OF RLMIS AND RLI DAC

2.77 I have been provided with updates on both RLMIS's and RLI DAC's circumstances. Each company's strategy, risk profile and capital management policy remain either entirely or substantially unchanged from the position as set out in the Independent Expert's Report. Neither company has engaged in any further acquisitions or disposals of business lines in the period since completion of the Independent Expert's Report, and both companies have traded broadly in line with expectations.

2.78 In Section 9 of the Independent Expert's Report, I set out my assessment of the impact of the Schemes if they had been implemented on 31 March 2022. Since the finalisation of the Independent Expert's Report, I have been provided with more recent financial information showing the impact of the Schemes if they had been implemented on 30 June 2022, which is the date of the latest available published figures. From 30 June 2022 to the date of finalising this report, market conditions have been volatile, with rapid increases in UK interest rates (as measured by sterling swap yields), falls in UK equity markets and a deterioration in the outlook for price inflation in the UK and Ireland. Therefore, I have also been provided with the estimated position at 30 September 2022 based on RLMIS's internal modelling. I have set out my updated considerations taking account this more up-to-date financial information below, as well as commenting on the potential effect of subsequent developments in financial markets.

2.79 As set out in the Independent Expert's Report, the Internal SCR Cover of the Liver Fund was above the 1-in-20-year capital target at 31 December 2021, and so an enhancement of 3.6% to asset shares and claim amounts on CB policies was planned for 1 July 2022, in line with the IoT provisions. This enhancement has been allowed for in the 30 June 2022 financial information provided to me.

2.80 Currently, the policyholders of RLI DAC derive security for their guaranteed benefits from:

- the assets of RLI DAC (and, in particular, the financial strength of the funds of RLI DAC);
- for the policyholders of the Liver Ireland Sub-Fund, the LRA between RLMIS and RLI DAC; and
- for the policyholders of the RLI DAC German Bond Sub-Fund, the German Bond Reinsurance Agreement between RLMIS and RLI DAC.

2.81 In respect of the assets of RLI DAC, if the Schemes were implemented:

- the liabilities of the Liver Ireland Sub-Fund would increase to reflect the application of the Offer Uplift applied to the Ireland Included Policies and the SCR of the Liver Ireland Sub-Fund (and so the Risk Margin) would increase to reflect the increased liabilities of the fund; but,
- the assets of the Liver Ireland Sub-Fund would be correspondingly increased through the LRA with RLMIS such that the Liver Ireland Sub-Fund would continue to cover the Counterparty Default Adjustment² in respect of the Liver Ireland Sub-Fund's exposure to RLMIS, the Risk Margin, the SCR and a capital buffer as required under the RLI DAC capital management framework (64%).

- 2.82 Therefore, there would be no change to the SCR Cover of the Liver Ireland Sub-Fund as a result of the Liver Ireland Scheme.
- 2.83 Furthermore, the implementation of the Schemes would not transfer any assets or liabilities into or out of the RLI DAC Open Fund or the RLI DAC German Bond Sub-Fund, and so the Schemes would have no impact on the financial strength of these funds.
- 2.84 In respect of the LRA and the German Bond Reinsurance Agreement, the security provided by these agreements is derived from the financial strength of RLMIS, and the RL Open Fund in particular following the implementation of the Schemes.
- 2.85 If the Schemes had been implemented on 30 June 2022, the Internal SCR Cover of the RL Open Fund would have been 218%, and so higher than if the Schemes had been implemented on 31 March 2022 (209%); however, this is still within the acceptable range, and above the target, of the RLMIS Capital Framework. The calculation of the position as at 30 September 2022 is still in the process of being finalised. However, based on the work done to date, it is expected that had the Schemes been implemented on 30 September 2022, the RL Open Fund would still have been above the target of the RLMIS Capital Framework.
- 2.86 Therefore, I remain satisfied that the implementation of the Schemes would not have a material adverse effect on the RL Open Fund's ability to provide the required capital and collateral under the LRA and the German Bond Reinsurance Agreement.
- 2.87 If the Schemes had been implemented on 30 September 2022, there would have been a small cost to the RL Open Fund of guaranteeing the Offer Uplift percentage, and so Ireland Included Policyholders would have benefited from this guarantee (i.e. without the guarantee the Uplift percentage would have been lower than 23.1%). Market conditions since 30 September 2022 have continued to be volatile and, although it cannot be said with certainty that Ireland Included Policyholders will benefit from the guarantee on the Implementation Date (31 December 2022) relative to the theoretical uplift percentage at that time, I do consider they have benefited from the certainty the guarantee has provided since 31 March 2022 in light of the market volatility.
- 2.88 I have considered the impact of the change in the outlook for price inflation paragraph 2.101 below.
- 2.89 I am not aware of any other changes in the circumstances of RLMIS or RLI DAC that could affect my conclusions in respect of the Security of Policyholders' Benefits test (or any other of my Fairness Tests).

ASSUMPTIONS MADE IN THE INDEPENDENT EXPERT'S REPORT

- 2.90 In the Independent Expert's Report, I listed the key assumptions that I had made when assessing and reaching my conclusions on the proposed Scheme. I noted that I had disclosed and discussed my assumptions with RLMIS and RLI DAC, and they had not raised any objections.
- 2.91 The key assumptions made were as follows:
- the Liver Reinsurance Agreement ("**LRA**") will remain in place post-Scheme; and,
 - the PLAL Fund will be consolidated into the RL Open Fund on 31 December 2022.
- 2.92 I have discussed these assumptions once more with RLMIS and RLI DAC and they have confirmed that these assumptions remain valid.
- 2.93 In the Independent Expert's Report, I also provided an assessment of the proposed Scheme should neither of these assumptions prove correct. I am not aware of any subsequent developments that would affect my conclusions as set out in the Independent Expert's Report.

² The Counterparty Default Adjustment is an adjustment that is applied to the BEL to take account of the expected losses due to the default of the RLMIS after the LRA was effected.

THE CONFIRMATION MAILING

- 2.94 At the time of finalising the Independent Expert's Report, I had not yet seen a working version of the letters that RLI DAC intended to send to the Ireland Included Policyholders and holders of Ireland HITM policies shortly after the Implementation Date confirming that the Offer Uplift has been applied to their policies (either under the terms of the Scheme or outside of the Scheme).
- 2.95 I have now seen and reviewed drafts of these letters. There are two principal letters for the Confirmation Mailing; one for Ireland Included Policyholders and one for holders of Ireland HITM policies. Within these, there are further variations for policy-specific features, such as with-profits or CB (for the Ireland Included Policyholder letter only), and endowment, whole of life or pension products.
- 2.96 I am satisfied that the Confirmation Mailing variants clearly set out the impact of the implementation of the Scheme, and in particular that:
- with-profits Ireland Included Policies have remained as with-profits policies and so their value can change over time;
 - CB Ireland Included Policies have received the Uplift and there are no further uplifts expected to these policies in the future; and
 - the Offer Uplift will have been applied to the Ireland HITM policies, but that this is not expected to increase their claim value (other than on earlier surrender or transfer) given the presence of their guarantees.
- 2.97 RLI DAC also considered whether it would send a letter to the remaining Ireland Excluded Policyholders (i.e. those that do not hold Ireland HITM policies) to notify them of the changes, and I note the UK Independent Expert set out in his main report on the UK Scheme that there would be a mailing to all Excluded Policyholders (UK and Ireland). However, after further consideration, RLI DAC has decided not to proceed with this mailing to the remaining Ireland Excluded Policyholders.
- 2.98 I consider not mailing Ireland Excluded Policyholders other than holders of Ireland HITM policies to be reasonable for the following reasons:
- There will be no changes to the benefits or terms and conditions of their policies, and their policies will remain in the Liver Ireland Sub-Fund following the implementation of the Schemes (unlike for UK Excluded Policyholders).
 - Although there will be some changes to LRA resulting from the Schemes:
 - As the Liver Fund will cease to exist, the source of capital support to the Liver Ireland Sub-Fund under the LRA will change from the Liver Fund to the RL Open Fund. However, the LRA is an agreement between RLMIS and RLI DAC, rather than between funds, and so the fund providing the support is not stated in the LRA. There is therefore no change required to the LRA in this respect.
 - The cancellation terms of the LRA will be amended to reflect the Liver Fund Consolidation. However, as set out in Section 9 of the Independent Expert's Report, the Scheme envisages the continuation of the LRA, and it is very unlikely that the LRA would subsequently be cancelled. Therefore, I do not consider it necessary to communicate this change to Ireland Excluded Policyholders.

REGULATORY AND OTHER MATTERS

- 2.99 When considering the impact of the implementation of the proposed Schemes, I have continued to review emerging risks in the wider operating environment and whether these affect my conclusions in relation to the Schemes. In light of recent and ongoing events, such as the COVID-19 pandemic, the war in Ukraine and the cost-of-living crisis, I have considered a range of scenarios that, in my view, are the most plausible and relevant to the Schemes, including:
- the potential for further volatility in financial markets (my consideration of which is covered in paragraphs 2.77 to 2.89 above);
 - the potential for operational disruption within RLMIS or RLI DAC;
 - the potential for disruption to third parties that play a role in the implementation of the Schemes; and
 - the wider societal impacts that may affect policyholders' ability to engage with the Schemes.
- 2.100 Based on current conditions in this regard, in my view it remains appropriate for RLMIS and RLI DAC to continue to pursue the Schemes.

- 2.101 The outlook for price inflation in the UK and Ireland has deteriorated, and there is currently significant uncertainty over future levels of inflation. Considering the potential impact on the policyholders of the Liver Ireland Sub-Fund:
- Inflation affects the expenses incurred by RLMIS and RLI DAC in the administration of their business. This has the following effects:
 - Any increase in expenses in respect of with-profits policies (including the with-profits policies in the Liver Ireland Sub-Fund) will be met by increasing the charges to the asset shares of those policies, and this will be unaffected by the implementation of the Schemes.
 - Any increase in expenses in respect of non-profit policies in the Liver Fund and the Ireland Liver Sub-Fund is currently borne by the Liver Fund Estate, and therefore indirectly affects with-profits and CB policies in those funds by reducing the level of potential benefit enhancements as the Liver Fund Estate is distributed. If the Schemes are implemented, increased expenses in respect of non-profit policies will instead be borne by the estate of the RL Open Fund, thereby shielding the with-profits and CB policies currently in the Liver Funds from some of the effects of higher inflation.
 - Inflation affects the point at which the current “must close” threshold for the Liver Fund will be reached, and therefore the range of potential payout uplifts in the absence of the Schemes. However, RLMIS has provided me with some analysis that shows the recent change in the outlook for inflation will not materially alter the expected impact of the Schemes for the Ireland Included Policyholders in this regard.
- 2.102 I am not aware of any new regulatory, or other similar, matters impacting RLI DAC in the period since the completion of the Independent Expert’s Report.
- 2.103 In relation to RLMIS, in July 2022, the FCA published its Policy Statement and Finalised Guidance for the new Consumer Duty, which will set higher and clearer standards of consumer protection across financial services in the UK and require firms to put their customers’ needs first. The duty includes, amongst other things, a new Consumer Principle that requires firms to act to deliver good outcomes for retail customers. These rules will come into force on 31 July 2023 for new and existing products or services that are open to new business, and on 31 July 2024 for closed products or services.
- 2.104 While the exact impact of the new duty on RLMIS and its policyholders is currently unknown, I note that the impact will be the same whether the Schemes are implemented or not. This view is shared by the UK Independent Expert, as set out in his supplementary report on the UK Scheme.

Conclusions

- 2.105 Having taken account of the updated information as set out in this Supplementary Report, I believe there is no reason for me to amend or qualify any of the conclusions set out in the Independent Expert’s Report.
- 2.106 For reference, my conclusions in the Independent Expert’s Report were that I am satisfied that:
- the implementation of the proposed Scheme would not have a material adverse effect on RLI DAC policyholders with regard to:
 - the security of their guaranteed benefits;
 - their reasonable benefit expectations; and
 - their servicing, administration, management, and governance arrangements.
 - the Scheme would remain fair and reasonable under a range of circumstances and scenarios.
 - the information that has been or is to be provided to RLI DAC policyholders in respect of the Scheme is clear, concise, and of an appropriate level of detail, and will have been provided to RLI DAC policyholders with sufficient time for them to assess the proposals and make an informed decision regarding the vote.
 - the proposal to include Gone-Aways within the scope of the Scheme is appropriate.
 - the proposed approach to the policyholder vote is fair and reasonable.
 - in respect of the following areas the conduct of RLI DAC in respect of the proposed Liver Ireland Scheme is fair and reasonable to all RLI DAC policyholders:
 - the approach to eligibility for the Offer.
 - the approach to the allocation of the costs of the Scheme and the wider Legacy Simplification Project.

- the treatment of Gone-Aways.
- the compulsion of non-respondents and those who vote against the Offer.

- the requirements of the Fairness Tests set out in Section 8 of the Independent Expert's Report have been met.
- these conclusions would hold whether or not the PLAL Fund Consolidation were to proceed.

2.107 In addition, in Appendix D of the Independent Expert's Report I provided the certificate required from an independent actuary to amend the RLI DAC Transfer Scheme. This certificate covered the policyholders of the Liver Ireland Sub-Fund, but I have since been informed that the scope of the certificate should be extended to cover all policyholders of RLI DAC. As my considerations and conclusions in the Independent Expert's Report and this Supplementary Report are in respect of all policyholders of RLI DAC, I see no issue in expanding the scope of the certificate, and this expanded certificate is included in Appendix B to this Supplementary Report. No other updated information has been provided to me, nor have any circumstances changed, to cause me to otherwise alter the certification I provided in the Independent Expert's Report.



Michael Culligan
Fellow of the Society of Actuaries in Ireland

25 October 2022

3 APPENDIX A: LIST OF PRINCIPAL ADDITIONAL DATA SOURCES

- 3.1 In carrying out my work and producing this Supplementary Report, I have relied upon documents and information provided to me. All items have been provided directly to me by either RLI DAC or RLMIS unless otherwise noted.
- 3.2 In addition to those listed in the Independent Expert's Report, these included, but were not limited to, the following:

Actuarial reports

- Supplementary Report of the RLI DAC Head of Actuarial Function on the Liver Ireland Scheme
- Supplementary Report of the RLMIS With-Profits Actuary on the UK Scheme
- Supplementary Report of the RLMIS Chief Actuary on the UK Scheme

Financial

- Pre-Schemes reported and pro-forma post-Schemes balance sheets for RLI DAC and RLMIS as at 30 June 2022, as well as indicative pre-Scheme balance sheets for RLI DAC and RLMIS as at 30 September 2022.

Other

- Drafts of the letters to be provided to RLI DAC policyholders for the Confirmation Mailing

4 APPENDIX B: CERTIFICATE

Certificate under Clause 44.2 of the RLI DAC Transfer Scheme under which part of the long-term business of RLMIS was transferred to RLI DAC under Part VII of the Financial Services and Markets Act 2000 as sanctioned by the English High Court on 7 February 2019.

I certify that, in my opinion, the proposed amendments to the RLI DAC Transfer Scheme will not materially adversely affect the security or reasonable expectations of the holders of policies allocated to (i) the Liver Ireland Sub-Fund, (ii) the German Bond Sub-Fund and (iii) the RLI DAC Open Fund, being all the funds of RLI DAC and therefore, taking account of all "Transferred Policies" (as defined in the RLI DAC Transfer Scheme) which are still underwritten by RLI DAC and all other RLI DAC "Policies" (as defined in the RLI DAC Transfer Scheme). In coming to this opinion, I have taken account of the proposals as a whole and their impact on holders of policies in the respective funds as a whole.

I note that Clause 44.2 requires the independent actuary to additionally consider:

1. The holders of policies allocated to the Liver Fund of RLMIS, if the RLMIS Board considers that the amendments may materially adversely affect the security or materially adversely affect the reasonable expectations of the holders of policies allocated to the Liver Fund, or adversely impact on RLMIS's rights and obligations under the LRA; and/or
2. The holders of policies allocated to the RL Open Fund of RLMIS, if the RLMIS Board considers that the amendments may materially adversely affect the security or materially adversely affect the reasonable expectations of the holders of policies allocated to the RL Open Fund, or adversely impact on RLMIS's rights and obligations under the German Bond Reinsurance Agreement.

RLMIS has confirmed to me that the RLMIS Board does not consider that the conditions listed above apply, and so I have not considered the impact of the proposed amendments to the RLI DAC Transfer Scheme on the holders of policies allocated to the Liver Fund or the RL Open Fund of RLMIS.



Michael Culligan
Independent Expert appointed by RLI DAC

25 October 2022