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PRESS RELEASE

Rothesay Life agrees £520m buy-in with the Cadbury Mondelēz Pension Fund

Rothesay Life, one of the leading life insurers specialising in providing de-risking solutions to UK defined benefit pension schemes, is pleased to announce that it has insured £520m of defined benefit liabilities for the Cadbury Mondelēz Pension Fund.

Transaction highlights:

- c£520m pensioner-only buy-in, covering a representative subset of the liabilities for pensions already in payment
- The bulk annuity, covering payments for c.1,900 pensioner members, will be held as an asset of the scheme
- Premium was paid in gilts and cash which will be reinvested in line with Rothesay Life's low-risk, long-term investment strategy
- This second tranche of de-risking takes the scheme's insurance to c.20% of £4.6bn total liabilities, which follows a £500m buy-in completed in 2009

In the process of choosing an appropriate insurer and negotiating terms, the Trustees of the Cadbury Mondelēz Pension Fund were supported by the scheme's in-house team and advised by Aon and Pinsent Masons, and Rothesay Life by Gowling WLG.

Sammy Cooper-Smith, Business Development at Rothesay Life, said: *"We are delighted that the Trustees of the Cadbury Mondelēz Pension Fund have chosen Rothesay Life to secure its pensioners' payments. As part of its long-term de-risking strategy we have been working closely with the scheme's in-house team which has led to a particularly smooth process. We look forward to continue working with them to deliver these members' benefits."*

Greg Chick, Chairman of the Trustees of the Cadbury Mondelēz Pension Fund, said: *"We're pleased to announce the next step in a long-term de-risking strategy with the purchase of a buy-in policy with Rothesay Life, which provides an important contribution to the trustees' ongoing objective of reducing risk in the scheme and to increase the security for all members of the fund. This is a significant step to de-risk the scheme and our aim is to continue to do so in the future with good partners like Rothesay Life and Aon."*

John Baines, Partner at Aon, said: *"This transaction is a great example of how patience can pay dividends when setting a long-term strategy. After supporting the Trustee with their first £500m buy-in 10 years ago, we are now helping to provide even greater security to Cadbury Mondelēz Pension Fund members. Being able to articulate very clear objectives to insurers enabled the Trustee to navigate the market and secure a particularly competitive deal."*

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Notes to editors

About Rothesay Life

Rothesay Life was established in 2007 and has become one of the leading providers of regulated insurance solutions in the U.K. market for pensions de-risking. This strong growth has been achieved through the steady accumulation of pension scheme clients, significant strategic acquisitions and the reinsurance of annuity portfolios. Rothesay Life has assets under management of over £37bn and insures the pensions of over 770,000 individuals.

Existing Rothesay Life clients include the pension schemes and customers associated with such names as Prudential, RSA, British Airways, Rank, Uniq, General Motors, the MNOPF (Merchant Navy Officers Pension Fund), InterContinental Hotels, Philips, GKN, Lehman Brothers, Aegon, Zurich Assurance, the Post Office and the Civil Aviation Authority.

Rothesay Life was founded on several core pillars:

- Clear and disciplined business strategy;
- Prudent underwriting;
- Meticulous management of risk and cautious investment strategy offering absolute customer security;
- Excellence in execution; and
- Robust operational processes underpinning excellent customer service

Rothesay Life has three substantial institutional shareholders, Blackstone, GIC and Massachusetts Mutual Life Insurance Company, who provide the company with long term support for its growth and development.

Rothesay Life is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Further information is available at www.rothesaylife.com