ONE LIFE

ANNUAL ACCOUNTS 2019

Annual Accounts for the year ended 31 December 2019 and report of the *Réviseur d'Entreprises Agréé*

ONELIFE
THE ONELIFE COMPANY S.A.
RCS LUXEMBOURG: B 34 402

TABLE OF CONTENTS

BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER, RÉVISEUR D'ENTREPRISES AGRÉÉ

Situation as of 31 December 2019

Board of Directors

Mr. Philippe Barret	*Director and Chairman of the Board*
Mr. Renaud Célié	*Director*
Mr. Alain Esquirol	*Director*
Mr. Michel Wolter	*Director (Independent)*

Chief Executive Officer

Mr. Antonio Corpas

Secretary of the Board

Ms. Louise Lamrani

Changes during the year and situation as of the date of the report

On 1 January 2019, the Board of Directors was composed as follows:

- Michel Wolter, Chairman of the Board of Directors
- Christopher Baker
- Antonio Corpas
- Jean-Luc Jancel
- Thierry Porté
- Paul Wolff
- Peter Yordan

On 1 August 2018, The OneLife Holding S.à r.l. and its subsidiary, The OneLife Company S.A. (together referred to as the OneLife Group) announced that agreement had been reached between funds advised by J.C. Flowers & Co. LLC (the Ultimate Shareholder of the OneLife Group) and the APICIL Group (APICIL) in France for the sale of the OneLife Group to APICIL PREVOYANCE (Institution de Prévoyance de droit Français).

On 2 January 2019, the OneLife Group confirmed that the transaction was completed and that the OneLife Group was part of APICIL.

On 2 January 2019, all Directors resigned and a new composition of the Board of Directors was approved by the Shareholders.

Since 2 January 2019 and as of the date of this report, the Board of Directors is composed of four Non-Executive Directors which are listed above.

Since 26 November 2019, OneLife Group is owned by APICIL PREVOYANCE (Institution de Prévoyance de droit Français) and by APICIL EPARGNE S.A. (a company incorporated in France) which is entirely owned by APICIL PREVOYANCE.

As of 31 December 2019 and as of the date of this report, Mr. Antonio Corpas is the Company's Chief Executive Officer, representative in charge of daily management and Authorized Manager towards the Regulator.

As of 31 December 2019 and as of the date of this report, the General Manager (Mandataire Général) of the branch in France is Mr. Thierry Jouseau.

Réviseur d'Entreprises Agréé

Deloitte Audit, *Société à Responsabilité Limitée*

DIRECTORS' REPORT

The Directors present their Annual Report together with the audited Annual Accounts for the year ended 31 December 2019.

Principal activity and changes in 2019

The OneLife Company S.A. (the Company) is a life insurance company incorporated in Luxembourg on 26 June 1990. The 100% shareholder and parent of the Company is The OneLife Holding S.à r.l. (the Parent Company) which is incorporated in Luxembourg. For the purposes of these Annual Accounts, The OneLife Holding S.à r.l. and all its subsidiaries are referred to as the "OneLife Group".

The Company is authorised by the *Commissariat aux Assurances* to provide:

- life insurances, annuities, pensions and retirement benefits, and reinsurance operations on business of a similar nature;
- and to conduct investment and real estate activity relating to the principal objective.

The Company sources and administers its business through its head office in Luxembourg and through distribution partnerships in Luxembourg and other European countries as well as via its branch in Paris (France).

The Company offers cross-border financial solutions through unit-linked products for financial planning and wealth structuring purposes. These are life insurance products where the premium paid is invested in collective external funds, collective internal funds, dedicated funds or specialized investment funds and the benefit payable under the policy is linked to the value of these funds at the time of payment.

Since 26 November 2019, OneLife Group is owned by APICIL PREVOYANCE (Institution de Prévoyance de droit Français) and by APICIL EPARGNE S.A. (a company incorporated in France) which is entirely owned by APICIL PREVOYANCE.

On 30 December 2019, the Parent Company has received from APICIL EPARGNE S.A. all the shares of Apicil Life S.A. ("Apicil Life"), a life insurance company incorporated in the Grand-Duchy of Luxembourg under Luxembourg law as a *Société Anonyme* and with Luxembourg Commerce Register Number B 160.699. These shares were brought as a contribution in kind for a capital increase at the level of the Parent Company.

On 30 December 2019, the Company and Apicil Life merged through the Company absorbing Apicil Life with effective accounting date as of 1 January 2019. The merger project was approved by the Company's Board of Directors on 12 April 2019, published in the *Recueil Electronique des Sociétés et Associations* on 12 November 2019, approved by the *Commissariat aux Assurances* on 19 December 2019, by the Parent Company's Extraordinary General Meeting on 30 December 2019. The merger was ratified by the Extraordinary General Meetings of shareholders of Apicil Life and the Company on 30 December 2019.

Since 2002, Apicil Life had a branch located in Tour de Lyon, 185 Rue de Bercy, 75012 Paris (France). On 23 October 2019, the Company has established a branch under registration number 878 395 169 R.C.S. Paris and located in 51 Rue de Londres, 75008 Paris (France). All activities of Apicil Life's branch were transferred to the Company's branch at the time of the merger and Apicil Life's branch ceased to exist.

Prior to the merger previously mentioned, Apicil Life concluded an agreement for the outsourcing of all operational supports to other entities of the APICIL Group and the transfer of all its resources to these related entities.

Financial year 2019

In terms of financial performance, the Company continues delivering good financial results since 4 years. In continuity of the initiative that started in 2015, the Company implemented different actions in order to support profitability. Those actions included also different streamlining of the operations with the migration to a single policy operating platform.

The Company reported a profit of EUR 1.8 million in 2019 (compared to a profit of EUR 5.2 million in 2018).

The earned premium net of reinsurance amounted to EUR 848 million (2018: EUR 563 million). Iberia and France were the Company's primary market with additional core markets being Belgium, Luxembourg, UK, Finland and Sweden.

2019 Claims incurred, net of reinsurance, amounted to EUR 888 million (charge) and are driven by surrenders for both the Dedicated Funds and the Unit-Linked business. This is higher compared to 2018 when Claims incurred, net of reinsurance amounted to EUR 520.5 million (charge).

Caption "Change in other technical provisions, net of reinsurance" stands at EUR 755.9 million (charge) versus an income of EUR 373.9 million in 2018. The Company is exposed to financial impacts from variations in the value of the underlying investments caused by changes in interest rates, liquidity, foreign exchange rates and equity exposure.

Unrealised gains on investments increased to EUR 904 million (2018: EUR 47.5 million) and unrealised losses on investments decreased from EUR 434.8 million in 2018 to EUR 74.5 million in 2019. These developments reflect the volatility of markets and exchange rates.

The investment income to EUR 95.5 million in 2019 remained stable in comparison to EUR 95.7 million in 2018.

Net operating expenses increased to EUR 82.2 million from EUR 51.3 million in 2018 mostly as a result of the merger between the Company and Apicil Life S.A. despite higher efficiency implemented in the operations.

The Company did not conduct any activities in the field of research and development or repurchase of own shares in 2019.

Assets under management

The assets under management increased at EUR 7 billion as at the end of December 2019 compared to EUR 4.9 billion as at end of 2018 (increase of 43%), resulting from the integration of Apicil Life's assets caused by the merger and positive market impact of EUR 825 million combined with an overall negative net flow of EUR 61 million.

Outlook and strategy

The acquisition in 2019 of the OneLife Group by the Groupe APICIL was motivated by OneLife's deep experience and knowledge of the core European markets in which it has been operating for close to 30 years, its well-established network of independent insurance partners in these markets, a comprehensive range of compliant and portable wealth solutions for each country, and, a leadership position in Belgium and Denmark with strong growth prospects for other markets.

OneLife is therefore well-positioned to provide the opportunity for Groupe APICIL to pursue its plans for sustainable growth and international expansion from Luxembourg, its base in the heart of Europe. OneLife is also benefitting from its new ownership by drawing on the rich resources of the Group, its strong central management structure and its significant knowledge and experience of the social protection sector in France, one of OneLife's core markets.

Post merger with APICIL Life S.A., the Company will maintain its strategic growth by developing relationships with key partners and deploying new solutions to meet the requirements of its international clients. The strategic plan will remain focus on relationships with clients and partners, the development of increased efficiency in the daily operations, and the support of ever changing clientele needs by developing innovative insurance products.

This roadmap is fully integrated into the APICIL Group strategy and appetite to develop the international distribution of insurance products via its Luxembourg company on a Freedom of Services basis and via a local branch in France for domestic market.

This ambition is supported by the Company's value proposition which combines wealth planning expertise with extensive cross-border knowledge.

Risk management

Risk Management is the process of identifying, assessing, responding, monitoring, controlling and reporting risks.

The risk management system forms an integral part of the management and Board processes and the decision-making framework applied across the Company.

The key elements are:
- Risk strategy;
- Risk appetite;
- Risk governance, including risk policies and complete set of business internal rules;
- Risk map;
- Monitoring of the risk exposure;
- Risk oversight committees and defined roles and responsibilities;
- Processes used to identify, assess, report and treat risks.

For the purposes of risk identification and assessment and as aligned with the Risk Management Policy, risks are grouped by risk type:
- Financial Risk;
- Operational Risk;
- Strategic Risk;
- Governance Risk.

These risks may affect key metrics of Solvency, Earnings and Liquidity and Risk appetite is set relative to the previously mentioned metrics and to operational and reputational criteria.

Roles and responsibilities for risk management in the Company are based around the "three lines of Defence" model:

- **First Line of Defence** - Day-to-day Risk Management, performed by the various departments under the supervision of department heads;
- **Second Line of Defence** - Risk Oversight, performed by the Actuarial function, the Risk Management function, the Compliance function;
- **Third Line of Defence** - Independent Assurance, performed by the Internal Audit department.

The Risk function is accountable for quantitative and qualitative oversight and challenge of the risk management processes and for developing the risk management system. Compliance is responsible for ensuring that business practices stay within legal and regulatory requirements. Internal Audit provides an independent assessment of the risk system and internal control processes.

Within the Group's operating departments, there are a number of individuals identified to fulfil the role of the Risk Correspondent. They are the point of contact for the Company's Risk Management Team to coordinate risk event reporting and to participate in the conducting of the department's risk assessment process.

The Company Board has overall responsibility for determining risk appetite, which is an expression of the risk the business is willing to take. The oversight of risk and risk management at the Group level is supported by the Risk & Control Committee that focuses on financial, strategic and governance risks as well as on Operational and Reputational risks.

The Company has a low tolerance for **liquidity and treasury risk** being the risk for the Company to not be capable to execute payments when due because of shortage of liquid assets. Robust modelling of medium term liquidity needs is completed as part of the annual planning exercise and a safety margin is maintained for short-term liquidity based on recent experience of cash demands. The Company performs daily review of its cash position and anticipates future disbursements to ensure permanent adequacy between cash available and needs. As of 31 December 2019, this risk is considered as minimal.

The Company has a medium-low appetite for **investment counterparty risk** (form of Credit risk) and has set specific limits in the Investment Guidelines Policy, which must be adhered to in relation to investments held directly in shareholder funds. The risk of default on investments in unit-linked funds is passed to policyholders and the risk to the Company is a second order effect driven by a reduction in fee income.

On occasions, some policyholder funds have issues to liquidate part of the holding to meet fees due, and this creates an exposure for OneLife (**Policyholder Counterparty Risk** – form of Credit risk). The Board expects these exposures to be minimised and action for recovery taken at the earliest opportunity, hence their tolerance for this risk is low.

For other **credit risks** that could result from counterparties defaulting to execute their commitments or from unfavourable evolution of markets affecting expected returns, these are mostly related to exposure on assets, investments and cash accounts. Regular investments committee's meetings, regular internal controls and overall global supervision monitor such risk by the Risk Management team of the Company.

The **interest rate risk** of the Company comes from the long-term investments and guaranteed returns investments made by the Company to cover its commitments resulting from Euro Select Funds for its book of business derived from Apicil Life S.A. At the Company's level, the related own investment portfolio is composed of 81.58% of bond assets. The exposure to the interest rate risk is monitored through several mitigating factors as the management of duration, the modelling and the sensitivity and stress tests that are regularly performed by the Company.

The **risk resulting from assets in shares and other variable assets (market risk)**, which represents 11.57% of the total own investments of the Company as of 31 December 2019, is volatile by definition and could adversely affect the Company's performance and solvency ratio. This is mitigated and monitored through precise and restricted accepted exposures that are followed-up on a monthly basis. Specific alert thresholds have been fixed and are constantly supervised.

The **exchange rate** risk is not considered as an exposure due to the Company's business and currency positions and commitments.

The **market** risk, which is specific to the book of business derived from Apicil Life S.A. underlying its Euro Select product, could potentially affect its covering assets portfolio. Such risk is monitored and mitigated through selected assets managers which do opt for specific assets covering the subject exposure.

The vast majority of reinsurance is placed with one reinsurer (**Reinsurance Counterparty Risk** - form of Credit risk). This does not generate a significant concentration of reinsurer credit risk due to the risk premium structure of the reinsurance.

Spread risk, being the potential impact of an increase of the credit spread on own assets, is considered as important for Apicil Life portfolio. It is assessed as the spread between the actuarial rate of a company's bond and a theoretical sovereign debt (without risk) with similar maturity. Strategic review and allocation (through specific limits/thresholds) by category at the level of the entity does circumvent this risk. Setting limits on concentration of issuers also reduces the risk.

Concentration risk is the potential risk of overweighting one single business segment in own assets. It also includes concentration risk on issuers and geographical areas. This can result in reduced market value of related investments and impact the results of the Company. This is considered as an important risk for Apicil Life business mainly for what relates to insurance and financial business segment. The banking and financial sector has to be considered as a unique systemic risk as evidenced by the 2008 and 2011 financial crisis which resulted in massive issues on liquidities.

A dedicated follow-up of the sector risk is done on a monthly basis via numerous financial indicators. Thresholds on the concentration in banking and financial business segment have been out in place and are followed-up on a monthly basis. In order to mitigate such risk, Apicil Life did diversify and dilute its investments through maximum exposures on issuers, business segments, etc.

Whilst it may be important for the Company to write business on competitive terms, and there may be occasions where it is appropriate to apply special terms, the Company has no appetite for writing unprofitable business more generally (**Pricing risk**). Robust processes are in place for the approval of new products, product amendments and pricing exceptions and for the monitoring of product profitability. The New Business Product Approval process has been revised in light to the Insurance Distribution Directive (IDD).

Capital management

In the reports on the financial strength of the Company, capital and solvency are measured according to the regulations prescribed by the *Commissariat aux Assurances*. These regulatory capital tests are based on required levels of solvency capital and a series of prudent assumptions with respect to the type of business written by the Company.

The Company's objectives in managing its capital are:

- to match its assets and liabilities profiles, taking into account the risks inherent to the business;
- to satisfy its regulatory requirements.

The Company's capital management policy is designed to ensure that the nature and the amount of capital are sufficient to meet regulatory capital requirements and that the Company is adequately capitalised for the risks inherent to the business written.

Throughout 2019, the Company's capital level was maintained in accordance with the capital management policy. As at 31 December 2019, the Company's solvency ratio was 309% (2018: 275%) under Solvency I regime and 140% under Solvency II regime (2018: 156%).

Furthermore the Company monitors its solvency needs by performing Own Risk Solvency Assessment (ORSA) that analyses the solvency impact of various stresses and scenarios.

Corporate and social governance

Decisions engaging the Company may be taken at different levels: the General Meeting of Shareholders, the Board of Directors and the Managing Director.

General Meeting of Shareholders

The General Meeting of Shareholders is not involved in the day-to-day operations of the Company. Its role is to review and approve the strategy proposed by the Board of Directors and to control its implementation. To do so, the General Meeting of Shareholders is principally given the authority to appoint the Directors and the Managing Director and to approve the Annual Accounts.

Board of Directors

The Board of Directors of the Company is principally in charge of determining the Company's strategy. In this context, it reviews the means of achieving the objectives, establishes internal controls, monitors and evaluates the performance against the strategic plans and budgets.

To do so, it is given all the powers not expressly reserved to the General Meeting of Shareholders by law or by the Articles of Association.

As of 31 December 2019, the Board of Directors is composed of four Directors:

– Mr. Philippe Barret	Director and Chairman of the Board
– Mr. Renaud Célié	Director
– Mr. Alain Esquirol	Director
– Mr. Michel Wolter	Director (Independent)

Chief Executive Officer and *Mandataire Général*

The Chief Executive Officer is in charge of day-to-day operations and has all the powers required to fulfil this role. The Chief Executive Officer is the preferred, if not exclusive, point of contact between the Company and the *Commissariat aux Assurances*.

As of the date of this report, Mr. Antonio Corpas is the Company's Chief Executive Officer, representative in charge of daily management and Authorized Manager towards the Regulator.

As of 31 December 2019 and as of the date of this report, the General Manager (*Mandataire Général*) of the branch in France is Mr. Thierry Jouseau.

Other roles and social consideration

In 2019, OneLife created several key positions to support its strategy for growth - a new Chief Commercial Officer to drive development of partnerships and solutions; a new Chief Customer Services Officer to deliver on our service quality agenda, and, a new Chief Compliance Officer to accompany partners and clients in their regulatory and compliance concerns.

Conscious of the importance of inter-generational relationships and diversity, OneLife conducted a survey to establish the "XYZ" profiling of its workforce. The aim is to understand the diversity of our people and their skills base and to build the Company of the future in a sustainable way.

OneLife employees participated in a number of charity initiatives too contributing to worthy causes such as Cancer Research, the Red Cross and prevention of childhood disease.

Subsequent events

Since 31 December 2019, there were no significant business or other events that occurred during the period until reporting that had a material impact on the Company or that could affect the reported figures or comments covered by this report.

Nevertheless, it is expected that the Covid-19 crisis will have an important impact on our 2020 operations and performance. The operational aspects have been adequately managed and are under control as of the date of this report. The market shocks are part of the risk management framework analysis performed on a regular basis.

Luxembourg, 7 April 2020

Philippe Barret
Chairman of the Board of Directors

Deloitte Audit
Société à responsabilité limitée
20 Boulevard de Kockelscheuer
L-1821 Luxembourg

Tel: +352 451 451
www.deloitte.lu

To the Sole Shareholder of

The OneLife Company S.A.

38, Parc d'Activités de Capellen

L-8308 Capellen

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the Audit of the Annual Accounts

Opinion

We have audited the annual accounts of The OneLife Company (the "Company"), which comprise the balance sheet as at December 31, 2019, and the profit and loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at December 31, 2019, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of July 23, 2016 on the audit profession (Law of July 23, 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the *Commission de Surveillance du Secteur Financier* (CSSF). Our responsibilities under the EU Regulation N° 537/2014, the Law of July 23, 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the *Réviseur d'Entreprises Agréé* for the Audit of the Annual accounts" section of our report. We are also independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our Audit of the Annual Accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Deloitte.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of the audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<u>- IT migration</u>:

Risk description:

During the year ended December 31, 2019, the Company continued the implementation of an IT migration project whereby the Company has decommissioned policy administration and accounting applications and transferred the administration and bookkeeping of the related insurance policies into a single policy administration and accounting IT platform.

As part of this IT migration project, interfaces and feeds of account balances and classes of transactions arising from the administration of insurance policies into the financial ledger have been upgraded.

In this context, the IT migration in respect of migration procedures to ensure that data transfers between systems impacting the underlying data supporting annual accounts are complete and accurate has been considered as a key audit matter.

Audit responses:

With the assistance of our internal IT audit specialists, our procedures included:

- The assessment of the design and implementation of key controls which management performed on the change management process and governance oversight in implementing the IT migration project and particularly with respect to data migration and reconciliation plans. This included assessing the design and implementation of key controls over reconciliations of data transferred between systems through re-performance or inspection.
- The re-performance of reconciliations between the trial balance from the decommissioned accounting system and the trial balance transferred into the migrated accounting IT platform.
- The performance of substantive testing on significant account balances and classes of transactions affected by the IT migration by agreeing a sample of balances and transactions recorded to third party evidence.

<u>- Merger of Apicil Life S.A. with The OneLife Company S.A.</u>:

Risk description:

During the year ended December 31, 2019, Apicil Life S.A. merged with The OneLife Company S.A. following the approval of the Sole Shareholder of the Company on December 30, 2019, as mentioned in note 1 to the annual accounts.

This transfer was accounted for with effect from January 1, 2019.

The accounting implications of this merger by absorption transaction are significant on the Company's annual accounts at December 31, 2019 and are presented in Notes 1, 4, 5, 6, 9 and 12 to the annual accounts.

In this context, we considered that the correct accounting for the merger by absorption at the level of account balances on the balance sheet date and classes of transactions as well as the appropriateness and adequacy of the information provided within the annual accounts was a key audit matter.

Audit responses:

In order to address the risk identified above we examined the contractual documentation and regulatory correspondence relating to the merger by absorption transaction. We examined the accuracy of the accounting entries resulting from the merger operation and examined the accuracy and adequacy of information and disclosures provided in the annual accounts relating to the merger transaction.

We have performed a reconciliation between the balances recorded within the audited annual accounts of the absorbed Company as at December 31, 2018 and the accounting entries recorded within the accounts of the absorbing Company on January 01, 2019.

We reconciled the increase in the Capital of the absorbing Company with the net assets of the absorbed Company transferred as at January 01, 2019.

We examined the accuracy of the accounting entries resulting from the merger operation and examined the accuracy and adequacy of information and disclosures provided in the annual accounts relating to the merger transaction.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the management report but does not include the annual accounts and our report of the *Réviseur d'Entreprises Agréé* thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Deloitte.

Responsibilities of the Board of Directors and Those Charged with Governance for the Annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsibilities of the Réviseur d'Entreprises Agréé for the Audit of the Annual Accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the *Réviseur d'Entreprises Agréé* that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of July 23, 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of July 23, 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the *Réviseur d'Entreprises Agréé* to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the *Réviseur d'Entreprises Agréé*. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the Audit of the Annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as *Réviseur d'Entreprises Agréé* by the General Meeting of the Shareholders on April 11, 2019 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 9 years.

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remained independent of the Company in conducting the audit.

For Deloitte Audit, Cabinet de Révision Agréé

Ludovic Bardon, Réviseur d'Entreprises Agréé
Partner

April 9, 2020

THE ONELIFE COMPANY S.A. BALANCE SHEET AS AT 31 DECEMBER 2019

Assets

EUR	Note	2019	2018
Intangible assets	**4**	**5,316,277**	**6,541,389**
Investments	**5**	**436,901,298**	**75,173,872**
Other financial investments		436,901,298	75,173,872
Shares and other variable yield transferable securities and units in unit trusts		50,533,621	11,109,153
Debt securities and other fixed income transferable securities		356,411,443	58,458,599
Other loans		24,456,234	106,120
Deposits with credit institutions		**5,500,000**	**5,500,000**
Investments for the benefit of life assurance policyholders who bear the investment risk	**6**	**7,023,060,084**	**4,863,795,511**
Debtors		**84,070,590**	**32,490,326**
Debtors arising out of direct insurance operations		25,203,903	983,138
Debtors arising out of reinsurance operations		-	35,213
Other debtors	**7**	58,866,687	31,471,975
Other assets		**106,472,775**	**43,137,514**
Tangible assets and stocks	8	133,398	212,639
Cash at bank and in hand		106,226,708	42,924,875
Other assets		112,669	-
Prepayments and accrued income		**13,589,091**	**13,246,837**
Accrued interest and rent		4,210,222	734,694
Deferred acquisition costs		8,254,102	11,325,546
Other prepayments and accrued income		1,124,767	1,186,597
Total assets		**7,669,410,115**	**5,034,385,449**

The accompanying notes form an integral part of the Annual Accounts.

Liabilities

EUR	Note	2019	2018
Capital and reserves	**9, 10**	**97,268,953**	**62,551,643**
Subscribed capital		50,200,525	32,230,000
Share premium account		20,520,271	3,613,792
Reserves		15,000,000	15,000,000
Profit brought forward		9,707,851	6,495,402
Profit for the financial year		1,840,306	5,212,449
Subordinated liabilities	**7, 11**	**6,941,019**	**6,941,019**
Technical provisions	**12**	**458,529,565**	**51,142,837**
Life insurance provision		441,870,255	51,094,409
Claims outstanding		5,912,810	48,428
Provision for bonuses and rebates		10,746,500	-
Technical provisions for life insurance policies where the investment risk is borne by the policyholders	**12**	**7,023,060,084**	**4,863,795,511**
Provisions for other risks and charges		**5,637,606**	**5,585,287**
Provisions for taxation		845,589	313,100
Other provisions		4,792,017	5,272,187
Creditors	**11**	**77,245,614**	**43,308,784**
Creditors arising out of direct insurance operations		55,612,105	36,423,884
Creditors arising out of reinsurance operations		4,142	21,973
Other creditors, including tax and social security	7	21,629,367	6,862,927
Accruals and deferred income		**727,274**	**1,060,368**
Total liabilities		**7,669,410,115**	**5,034,385,449**

The accompanying notes form an integral part of the Annual Accounts.

THE ONELIFE COMPANY S.A.
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2019

Technical account - life insurance business

EUR	Note	2019	2018
Earned premiums, net of reinsurance	**13**	**848,394,491**	**562,978,904**
Gross premiums written		849,309,781	563,924,283
Outward reinsurance premiums	14	(915,290)	(945,379)
Investment income		**95,510,100**	**95,658,848**
Income from other investments		32,611,464	45,944,530
Gains on realisation of investments		62,898,636	49,714,318
Unrealised gains on investments		**903,904,386**	**47,474,602**
Other technical income, net of reinsurance		**20,264,068**	**1,470,960**
Claims incurred, net of reinsurance		**(888,432,956)**	**(520,526,052)**
Claims paid		(887,241,154)	(520,540,152)
Claims paid, gross		(887,320,662)	(520,553,893)
Claims paid, reinsurer's share	14	79,508	13,741
Change in the provisions for claims		(1,191,802)	14,100
Change in the provisions for claims, gross		(1,191,802)	14,100
Change in other technical provisions, net of reinsurance		**(755,967,433)**	**373,833,106**
Change in life assurance provision, gross amount		(755,967,433)	373,833,106
Other technical provisions		(755,967,433)	373,833,106
Bonuses and rebates, net of reinsurance		**(6,682,229)**	**-**
Net operating expenses		**(82,240,458)**	**(51,338,814)**
Acquisition costs		(32,352,777)	(21,068,553)
Change in deferred acquisition costs		(3,071,444)	(2,953,403)
Administrative expenses	15, 16	(47,188,472)	(27,544,559)
Reinsurance commissions and profit participation	14	372,235	227,701
Investment charges		**(48,039,332)**	**(68,849,378)**
Investment management charges, including interest		(9,021,066)	(23,750,555)
Losses on realisation of investments		(39,018,266)	(45,098,823)
Unrealised losses on investments		**(74,689,406)**	**(434,764,409)**
Other technical charges, net of reinsurance		**(10,995,750)**	**(1,253,844)**
Balance on the technical account - life assurance business		**1,025,481**	**4,683,923**

The accompanying Notes form an integral part of the Annual Accounts.

Non-technical account

EUR	Note	2019	2018
Balance on the technical account – life assurance business		1,025,481	4,683,923
Other income		1,724,532	1,025,767
Other charges, including value adjustments		(75,984)	(229,941)
Profit on ordinary activities after tax		2,674,029	5,479,749
Other taxes not shown under the preceding items	19	(833,723)	(267,300)
Profit for the financial year		1,840,306	5,212,449

The accompanying Notes form an integral part of the Annual Accounts.

NOTES TO THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2019

Note 1 – General

The OneLife Company S.A. (the "Company") is a life insurance company incorporated in the Grand-Duchy of Luxembourg under Luxembourg law as a *Société Anonyme* on 26 June 1990 under Luxembourg Commerce Register Number: B 34 402.

The Company is authorised by the *Commissariat aux Assurances* to provide life insurances, annuities, pensions and retirement benefits, and reinsurance operations of business of similar nature, and to conduct investment and real estate activity relating to the principal objective under the Law of 7 December 2015 on insurance business. The Company sources and administers its business through its head office in Luxembourg and through distribution partnerships in Luxembourg and other EU countries as well as via its Branch in Paris (France).

The parent company of The OneLife Company S.A. is The OneLife Holding S.à r.l. (the "Parent Company") which is incorporated in Luxembourg. For the purposes of these Annual Accounts, The OneLife Holding S.à r.l. and the Company are referred to as the "OneLife Group".

Since 26 November 2019, OneLife Group is owned by APICIL PREVOYANCE (Institution de Prévoyance de droit Français) and by APICIL EPARGNE S.A. (a company incorporated in France) itself entirely owned by APICIL PREVOYANCE.

On 30 December 2019, the Parent Company acquired from APICIL EPARGNE S.A. all the shares of APICIL Life S.A. ("Apicil Life"), a life insurance company incorporated in the Grand-Duchy of Luxembourg on 28 April 2011, under Luxembourg law as a Société Anonyme under Luxembourg Commerce Register Number B 160.699. These shares were brought as a contribution in kind for a capital increase at the level of the Parent Company.

On 30 December 2019, the Company acquired from its Parent Company Apicil Life, and merged with it by absorption on 30 December 2019 with effective accounting date as of 1 January 2019 (the "Merger").

The Merger project was approved by the Company's Board of Directors on 12 April 2019, published in the *Recueil Electronique des Sociétés et Associations* on 12 November 2019 and approved by the *Commissariat aux Assurances* on 19 December 2019. The Merger was ratified by the Extraordinary General Meeting of shareholders of the Company on 30 December 2019.

Since 2002, Apicil Life had a branch located in Tour de Lyon, 185, rue de Bercy, 75012 Paris (France). On 23 October 2019, the Company has established a branch under registration number 878 395 169 R.C.S. Paris and located in 51, Rue de Londres, 75008 Paris (France). All activities of Apicil Life's branch were transferred to the Company's branch at the time of the Merger and Apicil Life's branch ceased to exist.

The figures as at and for the year ended 31 December 2018 in the balance sheet, profit and loss account and in the notes to the Annual Accounts refer to The OneLife Company S.A. on a stand-alone basis. Notes 4, 5, 6, 9 and 12 to the Annual Accounts describe the main accounting effects of the Merger.

Note 2 – Presentation of Annual Accounts

The Annual Accounts have been prepared in accordance with Luxembourg law on the accounts of insurance and reinsurance undertakings (the Law) of 8 December 1994 as amended and in compliance with the generally accepted accounting policies for the insurance and reinsurance industry in the Grand-Duchy of Luxembourg. The accounting policies and the valuation rules are determined and applied by the Board of Directors.

The following significant general rules have been applied:
- the Company is on a going concern basis;
- the valuation methods are consistent from one financial year to the other, except where otherwise stated in the Annual Accounts;
- the prudence principle is followed;
- only realised profits are recognised, with the exception of life insurance business where the risk is borne by the policyholder;
- all foreseeable risks and potential losses which arise during the course of the financial year are taken into account;
- assets and liabilities are valued item by item.

All amounts in these Annual Accounts are presented in Euro (EUR).

The Company's accounting year begins on January 1 and ends on December 31.

Note 3 – Accounting policies

3.1 Translation of items expressed in foreign currencies

Assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates in effect at the balance sheet date.

Income and charges denominated in foreign currencies are converted into EUR at the exchange rate prevailing at the transaction date.

Gains and losses arising from foreign exchange translations are recognised in the Profit and Loss Account.

3.2 Intangible assets and establishment charges

Intangible assets are valued at purchase price including the expenses incidental thereto or at production cost, less cumulated depreciation amounts.

In case of durable depreciation in value, value adjustments are made in respect of intangible assets. The value adjustments are not maintained if the reasons for which the value adjustments were made have ceased to apply.

Intangible assets are composed of goodwill and technical policy management software.

The amortisation of the goodwill is recognised over an eight-years period, corresponding to the estimated lapse period of the in-force insurance portfolio of the absorbed entity at the date of the merger.

The Custy Policy Administration Software module is amortised over a 7 years period which corresponds to its estimated useful life. Intangible assets related to Apicil Life activity is amortised over a 5 years period. The Company has built its strategy on the integration of business operations around this tailor-made software.

Intangible assets are amortised over their estimated useful economic life, using the straight-line method at the following rate:
- Goodwill: 12.5%;
- Software (policy administration systems): from 14.3% to 20%;
- Software (other): 33%.

Establishment charges are capitalized costs resulting from changes in the Company's Share Capital or structure. They are recorded at cost and depreciated on a 5 years basis.

3.3 Investments

Other financial investments

Shares and other variable yield transferable securities and units in unit trusts are valued at the lower of historical acquisition cost or realisable value (lower of cost or market).

Debt securities and other fixed income transferable securities are valued at amortised cost. Premiums paid over the redemption value and discounts received in consideration of the redemption value are amortised through the Profit and Loss Account over the period to maturity.

Deposits with credit institutions and other loans are valued at nominal value. Value adjustments are made so that they are valued at the lower figure to be attributed to them at the balance sheet date if it is expected that the reduction in their value will be permanent.

Investments for the benefit of life insurance policyholders who bear the investment risk

Investments for the benefit of life insurance policyholders who bear the investment risk are valued at market value. Changes in the value of these investments are recognised in the Profit and Loss Account under Unrealised gains on investments and Unrealised losses on investments.

The market value of the investments has been determined according to the following methods:

- Transferable securities admitted to an official stock exchange listing or traded on another regulated market are valued based on the last available market price. If such securities are listed on several markets, the last known price on the principal market is applied;
- Transferable securities not admitted to an official stock exchange listing or not traded on another regulated market, and transferable securities admitted to an official stock exchange listing or traded on another regulated market, but for which the last available price is not representative, are valued based on their reasonably foreseeable price determined based on available information provided by the custodian banks, other price providers or in the financial statements of these investments.

The value of technical provisions for life insurance policies where the investment risk is borne by policyholders is set by reference to these investments.

3.4 Debtors

Debtors are valued at the lower of their nominal and their probable realisation value. Value adjustments are made when recoverability is questionable, either in part or entirely. These value adjustments are no longer carried when the reasons for which they were made cease to apply.

3.5 Other assets

3.5.1 Tangible assets and stocks

Tangible assets are valued at purchase price including the expenses incidental thereto or at production cost.

Tangible assets are amortised over their estimated useful economic lives, using the straight-line method at the following rates:

- Furniture: 20%,
- Fixture and fittings: over the remaining period of the lease or 20%.

Where the Company considers that a tangible asset has suffered a durable depreciation in value, an additional write-off is recorded in order to reflect this loss. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

3.5.2 Cash at bank and in hand

Cash at bank and in hand is valued at nominal value.

3.6 Prepayments and accrued income

3.6.1 Deferred acquisition costs

Acquisition costs relating to the life insurance policies are deferred and recognised as an asset. The deferred acquisition costs are amortised over the acquisition charge earning period, on a straight-line basis. Additional amortisation is recorded on fully surrendered policies and on policy with significant partial surrenders.

3.6.2 Other prepayments and accrued income

Other prepayments and accrued income include other expenditure incurred during the financial year which relates to a subsequent financial year and income relating to the current financial year, but which is not receivable until a subsequent financial year.

3.7 Subordinated liabilities

Subordinated loans are valued at nominal value. The interest expense on the loans is included in the Profit and Loss Account under "Other charges".

3.8 Technical provisions

3.8.1 Life insurance provision

The Life insurance provision consists of the estimated actuarial value of the Company's insurance liabilities, less the estimated actuarial value of the policyholders' commitments. It is calculated individually for each policy. Death risk derived from life insurance policies are estimated considering mortality statistical tables agreed in France and Luxembourg.

3.8.2 Claims outstanding

The provision for claims outstanding corresponds to the total estimated cost, including claim settlement costs, for settling all the claims arising from events, which have occurred up to the end of the financial year, less amounts already paid in respect of such claims. The provision for claims outstanding is calculated separately for each claim and does not include any discounts or deductions.

Reinsurers' share in claims outstanding represents the part of the gross technical provisions that the Company is entitled to recover from reinsurers under contractual reinsurance arrangements.

3.8.3 Provision for bonuses and rebates

The Provision for bonuses and rebates includes all amounts which are allocated to the revaluation of policyholders' policies for the financial year, or which are set aside in their favour and which represent the allocation of a surplus arising from all financial transactions relating to the segregated funds linked to these policies, after deduction of costs stipulated in the policy.

3.9 Technical provisions for life insurance policies where the investment risk is borne by the policyholders

Technical provisions cover liabilities relating to investments in the context of life insurance policies for which the value or the return is determined by reference to the investments for which the policyholder bears the risk.

The change in technical provisions for life insurance policies where the investment risk is borne by the policyholders is reported in the Profit and Loss Account under the caption "Change in other technical provisions, net of reinsurance".

3.10 Provisions for other risks and charges

3.10.1 Provisions for taxation

Provisions for taxation include the Company's best estimate of income tax liabilities for financial years for which a definitive taxation assessment has not yet been received from the fiscal authorities and final unpaid tax liabilities. Advance tax payments are recognised under Prepayments and accrued income.

3.10.2 Other provisions

Other provisions are intended to cover losses or liabilities the nature of which is clearly defined and which, at the balance sheet date, are either likely to be incurred or certain to be incurred, but uncertain as to the amount or as to the date on which they will arise.

3.11 Creditors

Creditors are valued at settlement value.

3.12 Accruals and deferred income

Accruals and deferred income consist of both income received before the balance sheet date, but relating to a subsequent financial year, and charges relating to the current financial year, but payable in a subsequent financial year.

3.13 Earned premiums, net of reinsurance

Earned premiums include business issued during the year.

Net earned premiums comprise outward reinsurance premiums consisting of premiums paid or payable with respect to outward reinsurance contracts entered into by the Company.

3.14 Claims incurred, net of reinsurance

Claims incurred comprise all payments made in respect of the financial year and the movement in the provision for claims outstanding.

3.15 Investment income and charges

Investment income comprises all investment income and realised investment gains. Investment charges include investment expenses, charges and interest expenses as well as realised losses on the disposal of investments.

3.16 Other technical income

Other technical income comprises mainly trailer fees and income related to structured products purchases.

3.17 Acquisition costs

Acquisition costs comprise direct costs arising from the conclusion of insurance policies and indirect costs relating to the sales structure, advertising and administrative costs connected with the issuance of policies in the limits of the products where deferred acquisition cost have been approved by the Commissariat aux Assurances. For all other products including the book of business derived from Apicil Life acquisition costs are accounted directly in Profit and Loss.

3.18 Administrative expenses

Administrative expenses include overheads, which cannot be allocated to the recording of premiums, the management of claims or the management of investments and commissions relating to the on-going management of policies.

3.19 Allocated investment return transferred to the non-technical account

This income represents the total net investment return relating to assets that are transferred from the life insurance technical account to the non-technical account in order to better reflect the balance of the technical account relating to life business. Allocated investment return consists of dividends, realised gains and losses, and unrealised gains and losses arising from shareholder's investments.

Note 4 – Intangible assets and establishment charges

As at 31 December 2019 and 2018, intangible assets include a goodwill, which has been recognised as a result of the acquisition in 2015 of 100% of the shares of Altraplan Luxembourg S.A. ("Altraplan") by the Company and the subsequent merger by absorption of Altraplan by the Company.

As at 31 December 2019, the Board of Directors believes that there is no permanent impairment on the net book value of the goodwill amounting to EUR 752,853.

The movements in intangible assets during the financial year are summarised as follows:

EUR	Goodwill	Software	Establishment charges	Total
Gross book value as at 31 December 2018	2,007,610	20,862,512	-	22,870,122
Apicil Life as at 1 January 2019	-	1,108,200	-	1,108,200
Additions and acquisitions of the year	-	434,411	362,780	797,191
Gross book value as at 31 December 2019	**2,007,610**	**22,405,123**	**362,780**	**24,775,513**
Accumulated amortisation as at 31 December 2018	(1,003,806)	(15,324,927)	-	(16,328,733)
Apicil Life as at 1 January 2019	-	(18,470)	-	(18,470)
Amortisation of the year	(250,951)	(2,847,941)	(13,141)	(3,112,033)
Accumulated amortisation as at 31 December 2019	**(1,254,757)**	**(18,191,338)**	**(13,141)**	**(19,459,236)**
Net book value as at 31 December 2018	1,003,804	5,537,585	-	6,541,389
Net book value as at 31 December 2019	**752,853**	**4,213,785**	**349,639**	**5,316,277**

Note 5 – Other financial investments

As at 31 December 2019, the book and market values of other financial investments are as follows:

EUR	Book value at 31.12.2019	Market value at 31.12.2019
Shares and other variable yield transferable securities and units in unit trusts	50,533,621	53,305,749
Debt securities and other fixed income transferable securities	356,411,443	381,069,171
Other loans	24,456,234	24,456,234
Deposits with credit institutions	5,500,000	5,500,000
Total	**436,901,298**	**464,331,154**

As a result of the Merger described in note 1, other financial investments in Apicil Life as at 1 January 2019 were transferred to the Company as follows :

EUR	
Shares and other variable yield transferable securities and units in unit trusts	68,662,073
Debt securities and other fixed income transferable securities	232,412,238
Other loans	32,562,213
Total	**333,636,524**

The amortisation of discounts and premiums on fixed income securities is as follows:

EUR	2019	2018
Amortisation of discounts	611,971	17,456
Amortisation of premiums	1,393,113	2,958,745

The amortisation of discount on fixed income securities is shown under caption "Income from other investments". Discounts represent the negative difference between the purchase prices of these securities compared to the amount repayable at maturity and are written up in instalments over the period remaining until maturity. The amortisation of premium on fixed income securities is shown under caption "Investment management charges, including interest". Premiums represent the positive difference between the purchase prices of securities compared to the amount repayable to maturity and are written down in instalments over the remaining period to maturity.

The remaining unamortised discounts and premiums on fixed income securities are as follows:

EUR	2019	2018
Unamortised discounts	1,536,573	4,707
Unamortised premiums	15,070,831	2,970,791

Note 6 – Investments for the benefit of life insurance policyholders who bear the investment risk

As at 31 December 2019, investments for the benefit of life insurance policyholders who bear the investment risk amounted to EUR 7,023,060,084 (2018: EUR 4,863,795,511).

As a result of the Merger described in note 1, a balance of EUR 1,462,240,886 corresponding to investments held by Apicil Life for the benefit of life insurance policyholders who bear investment risk was transferred to the Company as at 1 January 2019.

Note 7 – Amounts owed by and to affiliated undertakings

Amounts owed by and to affiliated undertakings are as follows:

EUR	2019	2018
Assets	**27,190,822**	**16,171,070**
Other debtors	27,190,822	16,171,070
Liabilities	**18,515,216**	**7,175,544**
Other creditors, including tax and social security	11.574.197	234,525
Subordinated liabilities	6,941,019	6,941,019

Other debtors are composed of a receivable balance towards The OneLife Holding S.à r.l. amounting to EUR 15,170,899 and receivables from other Apicil Group entities for EUR 12,019,923.

Other creditors, including tax and social security are composed of current accounts with The OneLife Holding S.à r.l. for EUR 57,842 and other affiliated undertakings amounting to EUR 11,516,355.

Subordinated liabilities are composed of one loan from The OneLife Holding S.à r.l..

Note 8 – Tangible assets

The movements in tangible assets and stocks during the financial year are summarised as follows:

EUR	Furniture	Fixture	Hardware	Total
Gross book value as at 31 December 2018	312,395	1,327,077	39,489	1,678,961
Additions and acquisitions of the year	-	-	-	-
Gross book value as at 31 December 2019	**312,395**	**1,327,077**	**39,489**	**1,678,961**
Accumulated amortisation as at 31 December 2018	(305,996)	(1,132,026)	(28,300)	(1,466,322)
Amortisation of the year	(3,399)	(70,056)	(5,786)	(79,241)
Accumulated amortisation as at 31 December 2019	**(309,395)**	**(1,202,082)**	**(34,086)**	**(1,545,563)**
Net book value as at 31 December 2018	6,399	195,051	11,189	212,639
Net book value as at 31 December 2019	**3,000**	**124,995**	**5,403**	**133,398**

Note 9 – Capital and reserves

The movements in capital and reserves during the financial year are broken down as follows:

EUR	Subscribed Capital	Share Premium	Reserves	Profit brought forward	Profit of the year	Total
As at 31 December 2018	**32,230,000**	**3,613,792**	**15,000,000**	**6,495,402**	**5,212,449**	**62,551,643**
Allocation of results 2018						
Profit brought forward	-	-	-	3,212,449	(3,212,449)	-
Dividend distributed	-	-	-	-	(2,000,000)	(2,000,000)
Capital increase	**17,970,525**	**16,906,479**	**-**	**-**	**-**	**34,877,004**
Profit for the financial year 2019	**-**	**-**	**-**	**-**	**1,840,306**	**1,840,306**
As at 31 December 2019	**50,200,525**	**20,520,271**	**15,000,000**	**9,707,851**	**1,840,306**	**97,268,953**

During the annual general meeting of the Company's Shareholder, held on 11 April 2019, it was resolved to distribute a dividend of EUR 2,000,000 to the Sole Shareholder of the Company.

In the context of the Merger described in note 1, the Extraordinary General Meeting of the Company dated 30 December 2019 approved the share capital increase of EUR 17,970,525, by the issuance of 724,843 new shares without nominal value, and a share premium of EUR 16,906,479.

As at 31 December 2019, the subscribed capital of the Company amounts to EUR 50,200,525 and is represented by 2,024,843 shares without nominal value.

Note 10 – Reserves

The reserves amounting to EUR 15,000,000 (2018: EUR 15,000,000) are composed of the legal reserve of EUR 3,233,000 (2018: EUR 3,223,000) and a free reserve of EUR 11,777,000 (2018: EUR 11,777,000).

In accordance with Luxembourg company law, the Company allocates 5% of its net profit for each financial year until the legal reserve balance reaches 10% of the issued share capital. The legal reserve is not available for distribution to shareholders, except upon dissolution of the Company.

Note 11 – Classification of creditors according to duration

As of 31 December 2019, the classification of creditors based on their duration is as follows:

EUR	More than 5 years	Less than 5 years
Creditors arising out of direct insurance operations	-	55,612,105
Creditors arising out of reinsurance operations	-	4,142
Other creditors, including tax and social security	-	21,629,367
Subordinated liabilities	6,941,019	-

As of 31 December 2018, the classification of creditors based on their duration was as follows:

EUR	More than 5 years	Less than 5 years
Creditors arising out of direct insurance operations	-	36,423,884
Creditors arising out of reinsurance operations	-	21,973
Other creditors, including tax and social security	-	6,862,927
Subordinated liabilities	6,941,019	-

Note 12 – Technical Provisions

The movements in technical provisions during the financial year are broken down as follows:

EUR	Technical provisions for life insurance policies where the investment risk is borne by the policyholders	Life insurance provision	Claims oustanding	Provisions for bonuses & rebates
As at 31 December 2018	**4,863,795,511**	**51,094,409**	**48,428**	**-**
Apicil Life as at 1 January 2019	1,462,240,886	326,441,938	4,672,580	9,454,433
Bonuses and rebates, net of reinsurance	5,390,162	-	-	1,292,067
Variations during 2019	691,633,525	64,333,908	1,191,802	-
As at 31 December 2019	**7,023,060,084**	**441,870,255**	**5,912,810**	**10,746,500**

Note 13 – Breakdown of gross premiums written

Gross premiums include an amount of EUR 849,309,781 related to life insurance business (2018: EUR 563,924,283).

Gross premiums written are broken down as follows:

EUR	2019	2018
Individual premiums	849,309,781	563,924,283
Total	**849,309,781**	**563,924,283**

EUR	2019	2018
Periodic premiums	1,829,983	1,993,253
Single premiums	847,479,798	561,931,030
Total	**849,309,781**	**563,924,283**

EUR	2019	2018
Premiums from non-bonus policies	79,463	12,434
Premiums from bonus policies	60,178,258	129,191
Premiums from policies where the investment risk is borne by policyholders	789,052,060	563,782,658
Total	**849,309,781**	**563,924,283**

The geographical distribution of gross premiums written is as follows:

EUR	2019	2018
Luxembourg	5,191,234	10,502,483
Other EU countries	833,509,585	553,293,962
Non EU countries	10,608,962	127,838
Total	**849,309,781**	**563,924,283**

Note 14 – Reinsurance balance

For the year ended 31 December 2019, the net reinsurance balance of the technical account amounts to a charge of EUR 463.547 (2018: charge of EUR 703,937).

Note 15 – Acquisition costs and commissions

Acquisition costs include direct commissions and other acquisition expenses, including an allocation of staff costs, which represent the cost of business acquisition activity.

The breakdown of the different commissions is as follows:

EUR	2019	2018
Acquisition commissions	**4,367,529**	**3,066,403**
Other commissions	**21,752,973**	**19,872,589**
of which "Trail / Renewal"	*19,806,824*	*19,513,735*
and "Switching commissions"	*1,946,149*	*358,854*

Other commissions are included in the administrative expenses in the Profit and Loss Account.

Note 16 – Personnel employed during the year

The average number of persons employed by the Company during 2019 amounted to 142 (2018: 149) and is broken down into the following categories:

Number of persons	2019	2018
Management	72	80
Employees	70	69
Total	**142**	**149**

Employee related costs are included in administrative expenses and are broken down as follows:

EUR	2019	2018
Wages and salaries	**15,425,770**	**12,235,431**
Non periodical remuneration	**647,613**	**2,397,016**
Social security costs	**2,585,035**	**1,908,281**
of which pensions	*919,084*	*883,435*
Other costs	**1,910,628**	**1,558,562**

As of 31 December 2019, the Company had 135 Full Time Equivalent employees (2018: 136).

Note 17 – Remuneration to members of the Board of Directors

Emoluments granted to the members of the Board of Directors by reason of their responsibilities with respect to the financial year 2019 amounted to EUR 50,000 exclusive of VAT (2018: EUR 200,000) and are included in administrative expenses in the Profit and Loss Account.

No commitments have been entered into with respect to retirement pensions for former members of the Board of the Company.

Note 18 – Commitments and advances granted to members of supervisory staff

The Company has no commitments with respect to retirement pension for former senior management. No advances or credits have been granted to senior management during 2019 and 2018. The Company has no commitments with respect to guarantees of any kind entered into on account of senior management.

Note 19 – Taxes

The Company is subject to the general tax regulations applicable to all companies in Luxembourg. The Company entered into a tax consolidation arrangement, together with other Group entities domiciled in Luxembourg.

Note 20 – Fees to the *Réviseur d'Entreprises Agréé*

The fees to the *Réviseur d'Entreprises Agréé* accounted for the year ended 31 December 2019 are equal to the amount to EUR 199,696 inclusive of VAT (2018: EUR 124,853), of which EUR 189,540 (2018: EUR 118,161) relate to the audit of the statutory Annual Accounts and EUR 10,155 for the related regulatory report ("rapport distinct" in accordance with the circular letter 09/1 as amended, issued by the *Commissariat aux Assurances*). A total of EUR 25,227 (2018: EUR 6,692) fees have been also paid for non-audit services in relation to assistance with tax filing requirements. The fees to the Réviseur d'Entreprises Agréé are included in the administrative expenses in the Profit and Loss Account.

Note 21 – Information relating to consolidation

As at 31 December 2019, the Company's accounts are consolidated for APICIL Group within the combined accounts at the level of Société de Groupe Assurantiel de Protection Sociales (France). The combined accounts and the management report are available at its registered office in 38, Rue François Peissel, 69300 Caluire et Cuire (France).

Note 22 – Off-balance sheet commitments and contingencies

As at 31 December 2019, the Company has commitments amounting to EUR 1,909,625 (2018: EUR 2,741,985) in relation to IT hardware, software and IT contractors, commitments amounting to EUR 872,635 (2018: EUR 605,566) in relation to car leasing contractors and commitments amounting to EUR 2,365,654 (VAT included) in relation to building lease (2018: EUR 3,202,099).

Note 23 – Subsequent event

Since 31 December 2019, there were no events that had a material impact on the financial position of the Company as at 31 December 2019.

Due to the pandemic attributable to the spread of the COVID-19 and its consequences on the financial markets and conditions, the operations and performance of the Company could be affected during the year ending 31 December 2020.

Nevertheless, the operational aspects of the business and the continuity of operations have been managed in the current context and the market shocks are part of the risk management framework analysis performed on a regular basis.

The Board of Directors will continue to closely monitor the potential impact of the pandemic on the business, development and performance of the Company.

linkedin.com/company/the-onelife-company

info@onelife.eu.com

ESSENTIAL WEALTH

onelife.eu.com

T (+352) 45 67 301
F (+352) 45 67 30-5650
E info@onelife.eu.com

The OneLife Company S.A.
38 Parc d'Activités de Capellen. BP 110. L-8303 Capellen. Luxembourg
RCS Luxembourg B34.402

ONE LIFE
GROUPE APICIL

ONE/NC/NC/MISC/363/EN/001/2005