



Press Release

Blackstone, GIC and MassMutual to acquire Goldman Sachs' shareholding in Rothesay Life

9th August 2017

Rothesay Life announces today that an agreement has been reached by funds managed or advised by Blackstone's Tactical Opportunities business ("Blackstone") and GIC ("GIC"), and Massachusetts Mutual Life Insurance Company ("MassMutual") (together the "Shareholders") to acquire Goldman Sachs' entire shareholding in Rothesay Life. Upon the successful completion of the transaction:

- the Shareholders will each acquire a portion of Goldman Sachs' shares such that GIC and Blackstone will hold equal largest stakes and MassMutual will increase its stake substantially; and
- Goldman Sachs will no longer hold any interest in Rothesay Life, but will continue to have a close relationship with the company that it founded in 2007.

Blackstone, GIC and MassMutual are all pleased to provide support for further growth and development of the business.

Since the initial investment by the Shareholders in December 2013, Rothesay Life has grown its AUM strongly from £7.5bn at YE 2013 to £23.7bn at 2016YE through a combination of corporate defined benefit pension transfers, back-book reinsurance and corporate acquisitions.

Rothesay Life is recognised as one of the leading providers of annuity risk transfer solutions in the U.K., and is well positioned to benefit from core structural drivers that generate considerable opportunities for growth. This transaction provides the business with long-term support from all Shareholders, allowing Rothesay Life to continue providing clients with a full range of solutions on a large scale, as well as taking full advantage of strategic prospects as it maintains its value and risk-driven approach to underwriting. The transaction is expected to close in Q4 2017 and is subject to regulatory and anti-trust approvals.

Addy Loudiadis, CEO of Rothesay Life, said: "Rothesay Life is extremely grateful to Goldman Sachs for its support since it founded the business in 2007. We are also grateful to our other shareholders for their increased investment in the business. We are delighted that these shareholders are supporting the company's growth and development. We look forward with confidence to taking advantage of the considerable growth opportunities we see in the sector."

Qasim Abbas, Senior Managing Director at Blackstone Tactical Opportunities, said: "We are delighted to increase our investment in Rothesay Life. It is an outstanding business and we look forward to supporting its further growth."

Choo Yong Cheen, Chief Investment Officer of Private Equity at GIC said: "Rothesay Life is a good example of GIC's investment objectives as a long-term investor. Rothesay Life

offers an important service, has a differentiated strategy and strong growth prospects with the increasing demand for annuity risk transfer solutions. We are delighted to have the opportunity to increase our shareholding and continue to support the management team alongside Blackstone and MassMutual.”

Tim Corbett, MassMutual Chief Investment Officer said: “There is a tremendous market opportunity for de-risking solutions in the U.K., and Rothesay Life, with its proven track record of success, is well-positioned to capitalise on that demand. This acquisition underscores the tremendous relationship we enjoy with Rothesay Life’s talented leadership team, and are very much looking forward to this next chapter of our partnership.”

Dermot McDonogh, Chief Operating Officer for Goldman Sachs EMEA, said: “The sale of our remaining stake in Rothesay Life concludes our ten year investment, from founding to supporting the growth of this market leading company. We wish the company, the management team and the shareholders continued success and we look forward to maintaining a close relationship in the future.”

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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, making payments to policyholders of £1.3bn a year. This strong growth has been achieved through the steady accumulation of pension scheme clients, significant strategic acquisitions and the reinsurance of annuity portfolios.

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

Rothesay Life is a secure long-term provider of pensions, focused on:

- a flexible and committed approach to execution;
- ongoing risk management to maintain balance sheet strength; and
- robust operational processes.

Rothesay Life is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

About Blackstone

Blackstone is one of the world's leading investment firms. We seek to create positive economic impact and long-term value for our investors, the companies we invest in and the communities in which we work. We do this by using extraordinary people and flexible capital to help companies solve problems. Our asset management businesses, with over \$370bn in assets under management, include investment vehicles focused on private equity, real estate, public debt and equity, non-investment grade credit, real assets and secondary funds, all on a global basis. Further information is available at www.blackstone.com. Follow Blackstone on Twitter [@Blackstone](https://twitter.com/Blackstone).

About GIC

GIC is among the world's largest fund management companies. It was established in 1981 to manage Singapore's foreign reserves. GIC strives to achieve good long-term returns on assets under its management, so as to preserve and enhance Singapore's reserves. Since its inception, GIC has grown from managing a few billion dollars to well above US\$100bn today. GIC's investment framework capitalises on its strengths which include the ability to take a long-term investment perspective, a global presence, capabilities to invest in cross asset opportunities, and a skilled and experienced team. It has investments across 40 countries and in assets such as equities, fixed income, real estate and private equity. GIC is headquartered in Singapore with a network of offices in nine cities worldwide. For more information, please visit www.gic.com.sg.

About MassMutual

MassMutual is a leading mutual life insurance company that is run for the benefit of its members and participating policyowners. MassMutual offers a wide range of financial products and services, including life insurance, disability income insurance, long term care insurance, annuities, retirement plans and other employee benefits. For more information, visit www.massmutual.com.

About Goldman Sachs

The Goldman Sachs Group, Inc. is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centres around the world.