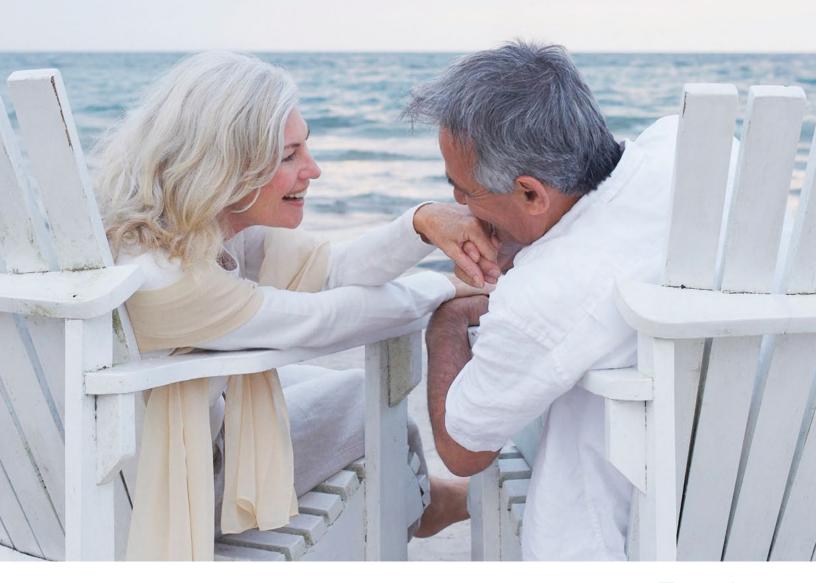
EMPIRE LIFE CLASS PLUS 2

Client Guide

Guaranteed retirement income for life™





CLASS PLUS 2 CAN HELP YOU GET THE RETIREMENT INCOME YOU DESERVE.

You have worked hard to build the retirement income you deserve, but you face financial challenges such as outliving your savings, inflation risk, and market volatility. All of which can erode your retirement portfolio and negatively impact your retirement lifestyle. That's why Empire Life has designed Class Plus 2 to address these challenges and help you enjoy retirement.

This guide will help you to understand the importance of Class Plus 2 as part of your retirement solution.

TABLE OF CONTENTS

Retirement Landscape	
Retirement is About Living!	
Class Plus 2 Summary	2
How Class Plus 2 Works	Į
Important Details	(
Client Scenarios	



THE RETIREMENT LANDSCAPE

Shifting demographics and the economic realities of today mean more Canadians than ever before are looking for a solution to provide them with a secure source of retirement income. Here's a snapshot of the situation:

Aging population

 Baby boomers account for more than 30% of all Canadians¹—the largest population segment in the country. The oldest turned 65 in 2011.² Retirement income is top of mind for an ever-growing number of Canadians

Less Income Support from Government

 Canada and Quebec Pension Plans plus Old Age Security benefits may not cover the average income you require in retirement. Many financial professionals believe that you will need 70%-80% of your pre-retirement income to maintain the standard of living to which you have become accustomed—that leaves a substantial shortfall that must be addressed.

RETIREMENT PLANNING RISKS

Longer life spans, the increasing cost of living, and market volatility present challenges when planning for retirement.

Longevity Risk

 Canadians are living longer and are concerned about outliving their retirement savings. Considering that at age 65, the average Canadian can expect to live for nearly 20 more years, the possibility of running out of money is real.³

Inflation Risk

• Inflation erodes the value of your retirement savings, leaving you vulnerable to increases in basic living expenses. For example, assuming an inflation rate of 2.3%, the purchasing power of \$1 is reduced to 63 cents over a 20-year period, over 30 years, it is 51 cents.⁴

Market Risk

• Studies indicate that the five years before and after retirement are a critical juncture called the retirement risk zone. During this 10-year period, short-term losses can have negative long-term consequences on retirement income because there is no time for investments to rebound.

¹ Statistics Canada, – A Portrait of Seniors in Canada, February 2007. ² Statistics Canada, – Portrait of the Canadian Population in 2006, by Age and Sex, 2006 Census, February 2007. ³ Statistics Canada, CANSIM, table 102-0512. Period 2005/2007 ⁴ Rate used is 2.3% Bank of Canada Investment Calculator 2011

RETIREMENT IS ABOUT LIVING!

The days when everyone started full retirement at 65 are gone. Between Canadians that are phasing down work hours, starting new careers or study, volunteering, and travel, there is no standard definition of retirement anymore. And there is no standard age to start retirement.

The flexibility you need

Class Plus 2 can help you live retirement on your own terms. You can start receiving income as early as the year you turn 55, or income can be deferred till later. The flexibility of Class Plus 2 is enhanced by the Single and Joint Tiered Lifetime Withdrawal Amount (LWA) Options.

Single Tiered LWA	Joint Tiered LWA
Percentage	Percentage ¹
less than 55: 0.00%	less than 55: 0.00%
age 55 - 59: 3.00%	age 55 - 59: 2.50%
age 60 - 64: 3.50%	age 60 - 64: 3.00%
age 65 - 69: 4.00%	age 65 - 69: 3.50%
age 70 - 74: 4.25%	age 70 - 74: 3.75%
age 75+: 5.00%	age 75+: 4.50%

Automatic Income Reset

Unlike other guaranteed income products, Class Plus 2 does not tie you into the same payout rate for the rest of your life. As you can see from the table below, the rate used to calculate income increases with age. You will always receive the greater of your current LWA or the new LWA, if it is higher.²

There is no paperwork or phone call to make to enjoy the benefits of our Automatic Income Reset—it's all done automatically for you. Your LWA will be automatically recalculated every December 31st for the following calendar year. That means peace of mind and worry-free income for life.³

Retirement Income Privileges

With our unique Retirement Income Privileges, you can stop your payments at any time to suit your income needs, continue to be eligible for the Income Base Bonus, then resume your income.

CLASS PLUS 2 ADDRESSES RETIREMENT PLANNING RISKS

- Class Plus 2 offers enhanced wealth accumulation before retirement and provides guaranteed retirement income for life.
- Guaranteed retirement income for life is available starting as early as the year you turn age 55, meaning you will not outlive your savings, regardless of market performance.³
- Automatic resets every three years of your Income Base, Bonus Base and Death Benefit Guarantee may take advantage of higher market values and may protect against inflation.
- Annual 5% Income Base Bonus can mitigate market risk during the critical years before retirement while increasing income during retirement, which can also counteract inflation.⁴
- With the unique Automatic Income Reset, Class Plus 2 does not tie you into the same payout rate for the rest of your life but increases to the next percentage tier.²

¹ Determined based on the age of the youngest of the Annuitant and the Joint Life ² Calculated based on the current Income Base and the applicable LWA percentage that corresponds to the Annuitant's age or the youngest of the Annuitant and the Joint Life, if applicable, as of December 31st of the following calendar year. ³ Provided there are no Excess Withdrawals. ⁴ Income Base Bonus is a notional amount added to the Income Base at the end of each calendar year if no withdrawals are made for that year.



CLASS PLUS 2 SUMMARY

Key Features

Annual 5% Income Base Bonus ¹	100% Death Benefit Guarantee
Single and Joint Tiered LWA options	75% Maturity Benefit Guarantee
Triennial resets	Excess Withdrawal Alert service
Lifetime Withdrawal Amount (LWA) available as early as year you turn age 55	

Segregated Fund Investment Options

Money Market, Bond, Income, Balanced, Asset Allocation, Global Balanced, Dividend Balanced, Elite Balanced, Conservative Portfolio, Moderate Growth Portfolio, Balanced Portfolio, Growth Portfolio

Income

Income can be taken monthly, quarterly, semi-annually or annually

Minimum Investment

Fund Class J minimum initial investment of \$10,000

Automatic Income Reset

You are not tied to same payout rate for life but move to the next LWA percentage tier

Retirement Income Privileges

You can choose to discontinue your income payments and then resume at any time

¹ Income Base Bonus is a notional amount added to the Income Base at the end of each calendar year if no withdrawals are made for that year.

HOW CLASS PLUS 2 WORKS

Lifetime Withdrawal Amount (LWA)

- The LWA is the maximum amount available for withdrawal from Class Plus 2 each year, starting as early as the year you reach age 55. The LWA may increase through Income Base Bonuses and resets, but it will never decrease, as long as no Excess Withdrawals are made.
- Any withdrawals over and above the annual LWA (an Excess Withdrawal) will reduce the Income Base.

Income Base

- The Income Base is a notional amount that is used to calculate the guaranteed retirement income for life, or the LWA, and is the total of all deposits, less any withdrawals, plus any Income Base Bonuses. It is initially set to equal the amount of the initial deposit to Class Plus 2. It may increase through additional deposits or the triennial Income Base Reset.
- It has no cash value and is not available for withdrawal from Class Plus 2.

Bonus Base

 The Bonus Base is a notional amount used to calculate the Income Base Bonus at the end of the calendar year. It is equal to the initial deposit and may increase through additional deposits or the triennial Bonus Base Reset. The Bonus Base may decrease with Excess Withdrawals.

Income Base Bonus

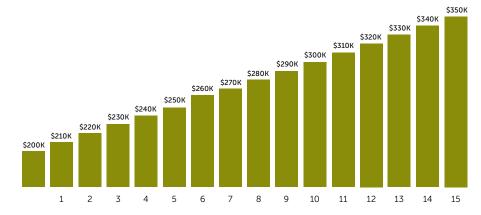
- The 5% Income Base Bonus builds income potential¹
- It is available every year for life, provided no withdrawal is made in that year.
- The Income Base Bonus, applied annually, is not pro-rated.

Income Base Reset

• On every third anniversary of the initial deposit, if the market value of Class Plus 2 is greater than the current Income Base, the Income Base will be reset to equal the market value of Class Plus 2.

How the Income Base Bonus can increase guaranteed annual income:

Income Base Bonus Increases a Deposit by 75% in 15 years



Income Base Bonus increases an Income Base by 75% in 15 years. In this example, the Income Base of \$200,000 grows to \$350,000 (provided no withdrawals are made). That means the guaranteed annual income (LWA) increased by \$7,500 based on the 5% Income Base Bonus alone. (\$200,000 X 5% = \$10,000 annual income (LWA), \$350,000 X 5% = \$17,500 annual income (LWA), \$17,500 - \$10,000 = \$7,500 more annual income (LWA)).

Table is for illustrative purposes only. Year 1 represents the calendar year in which the initial deposit was made. Assumes an Income Base Bonus of 5% each year. The Income Base Bonus is not pro-rated. The 5% annual Income Base Bonus is not a guaranteed rate of return, has no cash value, and is not available for withdrawal.

¹ Income Base Bonus is a notional amount added to the Income Base at the end of each calendar year if no withdrawals are made for that year.



IMPORTANT DETAILS

Guaranteed Payment Phase

- Guaranteed Payment Phase is when the market value of Class Plus 2 is zero, the Income Base has a positive value, and guaranteed retirement income continues.
- The Class Plus Fee is not payable and no deposits can be made.

Single and Joint Tiered LWA

 Class Plus 2 is available in Single or Joint Tiered LWA options, enabling you to customize your retirement plans.

Successor Annuitant

By naming a Successor Annuitant under the Single
Tiered LWA Option, the contract can continue to
a widowed spouse on the death of the Annuitant.
Successor Annuitants are only available for the Single
Tiered LWA Option.

Death Benefit Guarantee (DBG)

- DBG is 100% of net deposits.
- The DBG is reset every third anniversary date of the initial deposit until age 80 of the annuitant.¹
- The DBG will reset to equal the higher market value, if applicable.
- The final DBG reset is on the annuitant's 80th birthday.1
- The DBG is reduced proportionately for withdrawals.

Estate Planning Benefits

 When you name a beneficiary, the Death Benefit is paid directly to the beneficiary, bypassing the costly and lengthy probate and estate settlement process.

Excess Withdrawals

 The market value of Class Plus 2 can be accessed at anytime. However, withdrawing more than the guaranteed amount could have a negative impact on the LWA if the market value of Class Plus 2 is lower than the Income Base.

Excess Withdrawal Alert Service

 The Excess Withdrawal Alert can help protect your retirement income from Excess Withdrawals that could cause your future guaranteed income to decrease due to Income Base Downward Adjustments.

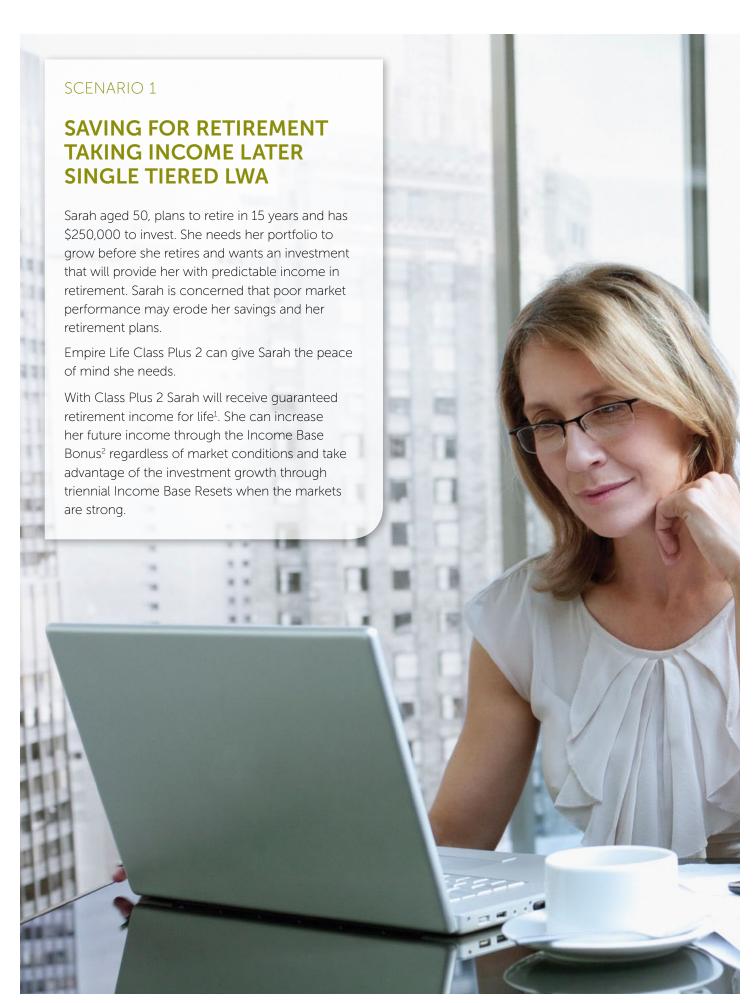
Investment Flexibility

- Investments can be withdrawn at any time.²
- Investments can be switched between available Funds

Class Plus Fees

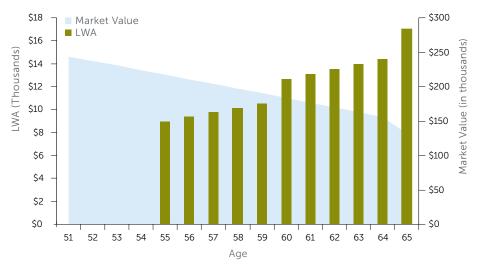
- Class Plus Fees are in addition to the underlying fund MFRs.
- The Class Plus Fee is calculated and paid on the last valuation date of each month. The Class Plus Fee is paid through the withdrawal of Fund Class Units from Class Plus 2
- Fees do not reduce the Income Base, Death Benefit Guarantee, or Maturity Benefit Guarantee.
- The Class Plus Fees are not charged during the Guaranteed Payment Phase.

¹ If Single Tiered LWA it is the Annuitant's 80th but if Joint Tiered it is the earliest of the Annuitant and the Joint Life's 80th birthday. ² Making a withdrawal that exceeds the LWA is considered an Excess Withdrawal.



HOW CLASS PLUS 2 CAN INCREASE SARAH'S GUARANTEED RETIREMENT INCOME IN **DOWN MARKETS**³

The Income Base Bonus contributes to Sarah's potential future income and protects her against downside market risk. Despite poor market conditions, Sarah's Income Base would grow from \$250,000 to \$425,000, assuming an Income Base Bonus of 5% for each year she did not make a withdrawal. By the time she is ready to retire and start withdrawing her money, she would have an annual income of \$17,000 based on her Income Base of \$425,000 x 4.0% (Single Tiered LWA percentage at age 65).1



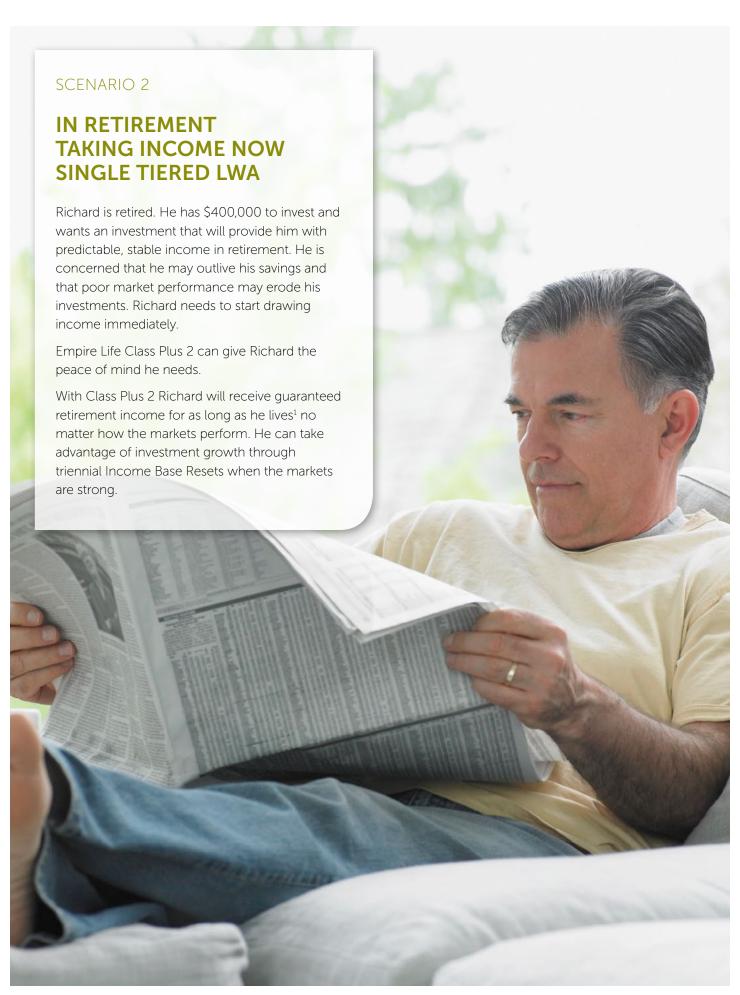
HOW CLASS PLUS 2 CAN INCREASE SARAH'S GUARANTEED RETIREMENT INCOME IN **UP MARKETS**⁴

Under strong market conditions, in addition to the 5% Income Base Bonus, Sarah would also benefit from the automatic triennial reset feature. Every third Class Plus 2 Anniversary Date an Income Base Reset may occur. The Income Base Reset occurs when the market value of the Fund Class Units at the credit of her contract is greater than the current Income Base, which results in a higher Income Base.²

When Sarah is ready to retire at age 65, her annual income would be \$33,330 (4.0% of her \$833,250 Income Base).¹



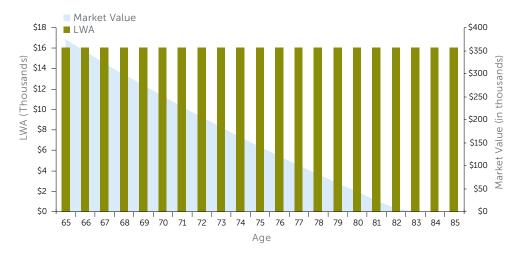
¹ Provided there are no Excess Withdrawals. ² Income Base Bonus is a notional amount added to the Income Base at the end of each calendar year if no withdrawals are made for that year. ³ For illustrative purposes the fund accumulates at a rate of return of -1.5%. A monthly Class Plus Fee of 0.092% (1.10% annually) of the Income Base was charged. ⁴ For illustrative purposes the scenario's market value is based on historical rates of return using a blend of 80% S&P/TSX and 20% DEX Universe Bond Index, from December 31, 1991 to December 31, 2011, with an average rate of return of 11.48%. The monthly Class Plus Fee is 0.092% of the Income Base. Refer to the Class Plus 2 Information Folder for complete details.



HOW CLASS PLUS 2 PROTECTS RICHARD'S GUARANTEED INCOME IN **DOWN MARKETS**²

Richard's investment could be depleted in 18 years if he withdrew \$16,000 every year. But with Class Plus 2, Richard is guaranteed an LWA of \$16,000 for his lifetime, regardless of market conditions. Richard is guaranteed an LWA of \$16,000, based on his Income Base of \$400,000 x 4.00% (Single Tiered LWA rate for his current age of 65).1

In a poor market scenario, Richard's Income Base has not benefitted from an Income Base Reset. The year he

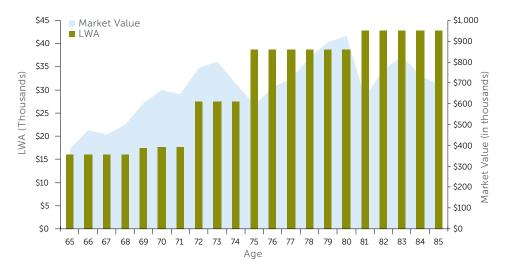


turns 70, his Single Tiered LWA rate will increase to 4.25% as a result of the Automatic Income Reset (AIR). However, this will not increase his guaranteed income as the LWA of \$13,600 (his current Income Base of \$320,000 x 4.25%) is less than his current LWA. Therefore, Richard's guaranteed income will not increase despite the AIR and he will continue to receive his guaranteed income for life of \$16,000.1

HOW CLASS PLUS 2 POTENTIALLY INCREASES RICHARD'S GUARANTEED INCOME IN **UP MARKETS**³

With strong market conditions, Richard will be entitled to increases to the LWA from two factors:

- 1) automatic Income Base resets every third Class Plus Anniversary Date where the Income Base is set to equal the market value of the Fund Class Units at the credit of his contract, if the market value is greater than the Income Base at that time; and
- 2) an increase to the Single Tiered LWA Percentage for his age.



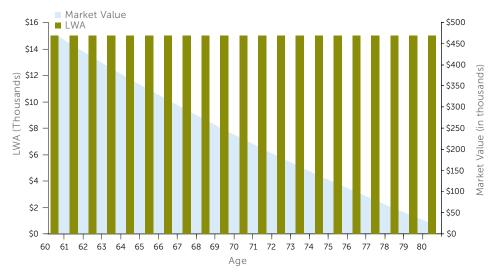
¹ Provided there are no Excess Withdrawals. ² For illustrative purposes the fund accumulates at a rate of return of -1.5%. A monthly Class Plus Fee of 0.092% (1.10% annually) of the Income Base was charged. ³ For illustrative purposes the scenario's market value is based on historical rates of return using a blend of 80% S&P/TSX and 20% DEX Universe Bond Index, from December 31, 1991 to December 31, 2011, with an average rate of return of 9.28%. The monthly Class Plus Fee is 0.092% of the Income Base. Refer to the Class Plus 2 Information Folder for complete details.



HOW CLASS PLUS 2 PROTECTS JOHN AND MARY'S GUARANTEED RETIREMENT INCOME IN **DOWN MARKETS**²

Assuming poor market conditions, John and Mary's investment may deplete by Mary's 82nd birthday or John's 87th birthday. However, with Class Plus 2, John and Mary are guaranteed an annual income of \$15,000.1

In the year that Mary turns 70, their Joint Tiered LWA Percentage is 3.75%. Their guaranteed income will not increase in this down market scenario, as the Income Base will be \$350,000 with an LWA of \$13,125 (\$350,000 x 3.75%). As this amount is less then their current annual income of \$15,000, their guaranteed income will be protected and they will continue to be paid \$15,000.1



HOW CLASS PLUS 2 CAN INCREASE JOHN AND MARY'S GUARANTEED RETIREMENT INCOME IN **UP MARKETS**³

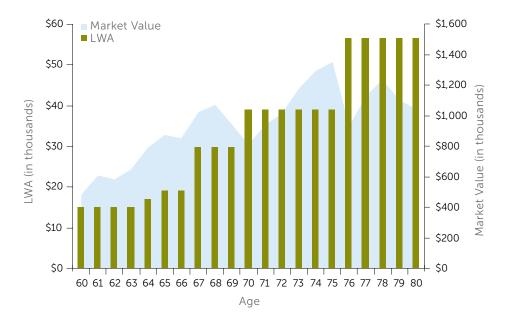
With strong market conditions John and Mary will be entitled to increases to their annual income from two factors:

- 1) automatic Income Base Resets every third Class Plus Anniversary Date where the Income Base is set to equal the market value of the Fund Class Units at the credit of their contract, if the market value is greater than the Income Base at that time; and
- Percentage based on Mary's age.

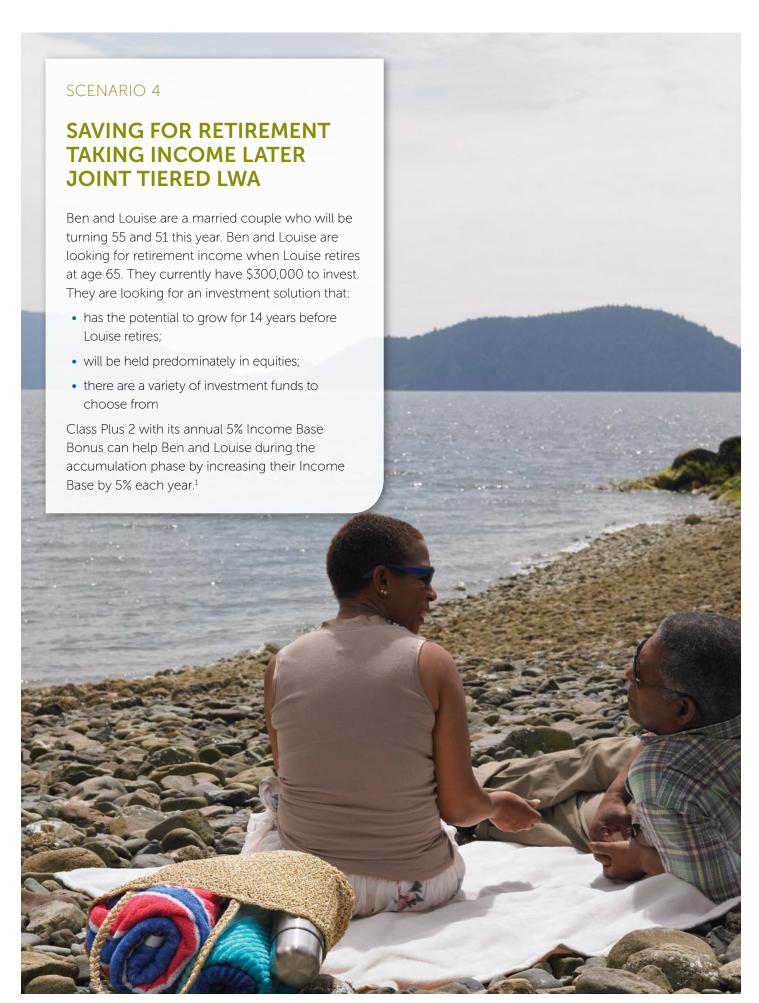
 John and Mary's LWA increased from \$15,000 at issue to a maximum of \$56,485 as a result of an increase to the Income Base through triennial resets and an increase to the Joint Tiered LWA Percentage based on

Mary's age.

2) an increase to the Joint Tiered LWA

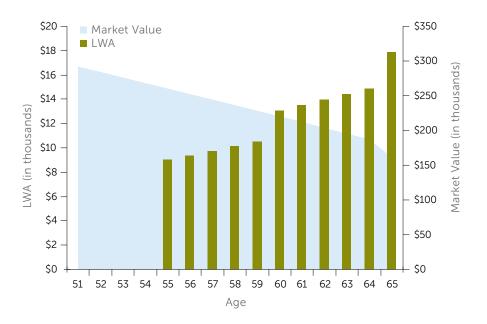


¹ Provided there are no Excess Withdrawals. ² For illustrative purposes the fund accumulates at a rate of return of -1.5%. A monthly Class Plus Fee of 0.092% (1.1% annually) of the Income Base was charged. ³ For illustrative purposes the scenario's market value is based on historical rates of return using a blend of 80% S&P/TSX and 20% DEX Universe Bond Index, from December 31, 1991 to December 31, 2011, with an average rate of return of 9.28%. The monthly Class Plus Fee is 0.092% of the Income Base. Refer to the Class Plus 2 Information Folder for complete details.



HOW CLASS PLUS 2 PROTECTS BEN AND LOUISE'S GUARANTEED RETIREMENT INCOME IN **DOWN MARKETS**³

The Income Base Bonus contributes to Ben and Louise's potential future income and protects them against downside market risk. Despite poor market conditions, their Income Base would grow from \$300,000 to \$510,000, assuming a 5% Income Base Bonus each year no withdrawals are made. By the time Louise is ready to retire and start withdrawing money, Ben and Louise will have an annual income \$17,850 (\$510,000 Income Base x 3.50% for Joint Tiered LWA at age 65).²



HOW CLASS PLUS 2 POTENTIALLY INCREASES BEN AND LOUISE'S GUARANTEED RETIREMENT INCOME IN **UP MARKETS**⁴

Under strong market conditions, and assuming a 5% Income Base Bonus each year, Ben and Louise would also benefit from the automatic triennial reset feature. Every third Class Plus Anniversary Date an Income Base Reset may occur. The Income Base Reset occurs when the market value of the Fund Class Units at the credit of their contract is greater than the current Income Base, which results in a higher Income Base.

When Louise is ready to retire at age 65, their annual income would be \$34,996 (\$999,990 Income Base x 3.50% for Joint Tiered LWA at age 65).²



¹Income Base Bonus is a notional amount added to the Income Base at the end of each calendar year if no withdrawals are made for that year. ²Provided there are no Excess Withdrawals. ³ For illustrative purposes the fund accumulates at a rate of return of -1.5%. A monthly Class Plus Fee of 0.092% (1.10% annually) of the Income Base was charged. ⁴ For illustrative purposes the scenario's market value is based on historical rates of return using a blend of 80% S&P/TSX and 20% DEX Universe Bond Index, from December 31, 1991 to December 31, 2011, with an average rate of return of 11.48%. The monthly Class Plus Fee is 0.092% of the Income Base. Refer to the Class Plus 2 Information Folder for complete details.

For more information, please contact your Empire Life sales representative.

The Empire Life Insurance Company (Empire Life) offers competitive individual and group life and health insurance, investment and retirement products to help you build wealth and protect your financial security.

Empire Life is among the top 10 life insurance companies in Canada¹ and is rated A (Excellent) by A.M. Best Company². Our vision is to be the leading, independently-owned, Canadian financial services company committed to simplicity, being easy to do business with and having a personal touch.

Past performance is no guarantee of future performance. This document reflects the views of Empire Life as of the date published. The information in this document is for general information purposes only and is not to be construed as providing legal, tax, financial or professional advice. The Empire Life Insurance Company assumes no responsibility for any reliance on or misuse or omissions of the information contained in this document. Please seek professional advice before making any decisions.

A description of the key features of the individual variable insurance contract is contained in the Information Folder for the product being considered. Any amount that is allocated to a Segregated Fund is invested at the risk of the contract owner and may increase or decrease in value.

® Registered trademark of The Empire Life Insurance Company.

™ Trademark of The Empire Life Insurance Company.

Policies are issued by The Empire Life Insurance Company.



 $^{^1}$ Source: Office of the Superintendent of Financial Institutions (OSFI) and company annual reports, based on general and segregated fund assets

² As at June 29, 2012