EXHIBIT E-1

SUPPLEMENT TO PLAN OF OPERATIONS FOR THE DOMESTIC INSURER[1]

As a supplement to the Plan of Operations, the Applicants note the following:

- Non-FSS Business Remaining in the Domestic Insurer. As part of the Proposed Acquisition, the parties have agreed that certain "Excluded Contracts" that are not part of the FSS Business, including certain pension risk transfer products, longevity reinsurance transactions and a portion of legacy business the Domestic Insurer acquired from Connecticut General Life Insurance Company, would be transferred (the "Novation") from the Domestic Insurer to PICA by means of assignment and assumption agreements and/or transfer and continuation deeds or similar instruments, in either case including a full release of the Domestic Insurer. The Domestic Insurer has advised the Applicants that the Novation has been completed with respect to certain Excluded Contracts, including with respect to the pension schemes and annuity arrangements (LRT) approved as part of the Department's December 14, 2021 Form D approval letter, and the parties remain hopeful that Novation of the remaining out-of-scope blocks will be achieved prior to Closing. To the extent the Novation is not fully achieved at or prior to Closing with respect to all such Excluded Contracts, they will be reinsured by PICA, subject to receipt of any required regulatory approvals. In either event, the Master Transaction Agreement includes an indemnity from Prudential for any losses from such Excluded Contracts (or any other Excluded Business as defined in the Master Transaction Agreement).

- Movement of Certain Business to Empower Retirement, LLC. As described in Exhibit E (Plan of Operations and Financial Projections) of the Form A, GWL&A manages and delivers its existing retirement plan businesses through a group of wholly owned operating subsidiaries, including Empower Retirement, LLC ("ER LLC"). ER LLC serves as the retirement plan recordkeeper and administrator for GWL&A's existing retirement plan clients. Retirement plan recordkeeping and administrative services are typically provided pursuant to non-insurance administrative services agreements between ER LLC and clients. GWL&A and its New York domiciled subsidiary, Great-West Life & Annuity Insurance Company of New York, provide all insurance products offered to these retirement plan clients.

  The Domestic Insurer's business is similar in nature, consisting of both retirement plan insurance products and services and non-insurance retirement plan recordkeeping and administrative services. The non-insurance services are provided pursuant to administrative services agreements that will be held by the Domestic Insurer at and through the Closing. At some point following the Closing, and subject to obtaining any necessary regulatory approvals or non-disapprovals, GWL&A may desire to assign the non-insurance administrative services agreements held by the Domestic Insurer to ER LLC to align the acquired retirement plan recordkeeping and administrative services

[1] All defined terms in this exhibit have the same meanings as the corresponding defined terms in the Amended and Restated Form A.

business with GWL&A's operating model for its existing business, under which ER LLC directly provides retirement plan recordkeeping and administrative services to clients.

GWL&A is in the process of analyzing the potential impacts on the Domestic Insurer's existing customers and the operation of the business of transferring these non-insurance administrative service agreements to ER LLC. In order to minimize impacts on customers and operations, GWL&A currently anticipates that these contracts would not be transferred out of the Domestic Insurer prior to the completion of the integration of the business acquired through the Proposed Acquisition, which is anticipated to be completed no earlier than late 2023 and is more likely to be completed in early or mid-2024.

As was also discussed in Exhibit E (Plan of Operations and Financial Projections) of the Form A, ER LLC serves as the shared services provider to GWL&A and its subsidiaries and as the employer for substantially all of the enterprise's employees, including the employees who will be joining the enterprise from Prudential in connection with the Proposed Acquisition. As such, during the period prior to the transfer of the non-insurance administrative services agreement from the Domestic Insurer to ER LLC, ER LLC will provide employees, services and facilities to the Domestic Insurer pursuant to an intercompany Shared Service and Cost Sharing Agreement (the "Shared Services Agreement") to allow the Domestic Insurer to operate and provide retirement plan recordkeeping and administrative services to its clients. ER LLC will charge the Domestic Insurer cost-based expenses for such employees, services and facilities determined in accordance with the enterprise's cost allocation methodology. (See the response to Question 9.d below for additional details about the cost allocation methodology.) Upon the transfer of the Domestic Insurer's administrative services agreements to ER LLC, the Domestic Insurer will no longer be charged expenses associated with operating this non-insurance component of its business or retain any other liabilities or obligations associated with non-insurance services, allowing the Domestic Insurer to focus on delivering its suite of insurance products and services.

The fee income earned from the provision of retirement plan recordkeeping and administrative services is included in the Miscellaneous Income set forth in the Domestic Insurer's Pro Forma Statutory Financial Statements filed with the Form A (the "Pro Forma Financials"). In 2024, the Domestic Insurer is projected to earn approximately $489 million of Miscellaneous Income. Based on GWL&A's due diligence review of the Domestic Insurer's business, GWL&A estimates that roughly $300 million of that projected Miscellaneous Income consists of retirement plan administration fee income. Based on GWL&A's experience from its own business and prior transactions, GWL&A estimates that expenses associated with the provision of retirement plan recordkeeping and administrative services equal approximately 75% of the fee income earned from providing such services, or approximately $225 million of the Domestic Insurer's total Other Expenses of $391 million projected for 2024 in the Pro Forma Financials. The reduction in the Domestic Insurer's Net Income resulting from the removal of retirement plan fee income from Miscellaneous Income and of associated expenses from Other Expenses would be offset through reduced dividends from the Domestic Insurer to GWL&A to ensure that the Domestic Insurer's capital growth rate and surplus are not negatively impacted by the transfer of the non-insurance business to ER LLC. In addition, no investment assets or capital would be transferred to ER LLC in connection with the transfer of the non-insurance business to ER LLC, and as a result, there would be no immediate or long-term impact on the Domestic Insurer's net assets, surplus or capital position as a result of the transfer.

- Employment Commitment. The Applicants understand and acknowledge that the Department will require an employment commitment letter as part of the approval process. The Applicants look forward to working with the Department to determine the appropriate commitment.

- Quarterly Meetings between the Department and the Domestic Insurer. The Applicants acknowledge that the Department will request quarterly meetings with Domestic Insurer management and representatives from the board as the Department continues to assess the transition process.

- Shared Services Agreement. As described at Exhibit E (Plan of Operations and Financial Projections) of the Form A, GWL&A, Empower Retirement LLC, and other GWL&A subsidiaries provide services to one another pursuant to the Shared Service Agreement. At Closing, and subject to the Department's non-disapproval pursuant to Section 38a-136 of the Connecticut General Statutes, the Domestic Insurer will join the existing Shared Services Agreement or will enter into a similar agreement with GWL&A, ER LLC and certain other GWL&A subsidiaries pursuant to which ER LLC and the other parties thereto would provide services to the Domestic Insurer including accounting, banking, investments, human resources, benefit plan administration, tax, legal, compliance, information technology systems and security, marketing, insurance business services, retirement plan administration and recordkeeping services, and other services as necessary, as well as employees and facilities required by the Domestic Insurer to manage and operate its business.

  The Shared Services Agreement requires that all charges for services provided thereunder be based on cost with no profit factor built into the cost and that expenses for shared services be allocated to the recipient of the services in accordance with a method of cost allocation that conforms with SSAP No. 70.

- Investment Strategy. GWL&A has reviewed the current investments of the Domestic Insurer and discussed the Domestic Insurer's investment strategy relative to its liabilities. GWL&A believes that, overall, the Domestic Insurer's investment strategy is closely aligned with GWL&A's Investment Policy and current strategy. GWL&A noted close alignment in current allocations to its core investment categories including public bonds, commercial mortgages and private placements as well as certain types of alternative investments and credit linked obligations. GWL&A noted during its review of the Domestic Insurer's practices that it may increase allocations to certain asset classes but does not believe these differences make GWL&A's strategy materially more risky than the Domestic Insurer's current strategy.

- Due Diligence to Assess Cultural Fit. GWL&A conducted extensive due diligence regarding the FSS Business, of which the Domestic Insurer is an integral component, both prior to and after signing the Master Transaction Agreement. A primary focus of the due diligence process was assessing Prudential's cultural values and treatment of its clients and employees. The due diligence process began with a review of information provided by Prudential and a number of meetings between GWL&A's and Prudential's senior management and continued through interviews with leaders across the FSS Business and review of additional documentation provided in response to inquiries and requests. GWL&A's management conducted an extensive review of Prudential's employment practices, including stated company values, employee policies, and benefits and compensation practices, and gathered information regarding employee engagement and leadership strength in the FSS Business. GWL&A's management also analyzed the business practices, processes and policies of the FSS Business to determine its alignment with GWLA's existing business.

Throughout the due diligence process and ongoing work towards execution of the transaction, GWL&A's and Prudential's management have worked closely and effectively together, evidencing strong cultural alignment. GWL&A's management has been struck by the similarities to GWL&A's own values and mission statement. In particular, GWL&A is impressed by Prudential's commitment to the following values, all of which are closely aligned with GWL&A's core commitments to its existing customers, employees and business partners: (1) service excellence – a focus on a level of service delivery that produces the highest possible customer satisfaction and retention scores; (2) financial wellness – developing customer experiences that focus on helping individual participants address the challenges they face across their financial lives; (3) continuous improvement – constantly evaluating the operating environment and service model with a focus on "being easy to do business with"; and (4) "people first" decision making – a commitment to putting the needs of clients and employees first when making critical decisions regarding the conduct of the business before and after the Closing.

Based on the due diligence process and subsequent close engagement with leaders and employees throughout the Prudential organization and FSS Business, GWL&A's management is confident there is strong alignment of cultural values, client commitments and business processes and practices between the two organizations. In addition, GWL&A has determined that the FSS Business is functionally and operationally very similar to GWL&A's existing business. As a result, GWL&A anticipates that the Proposed Acquisition and integration of the FSS Business will be conducted as seamlessly as is possible in the context of a large-scale business acquisition and will result in positive outcomes for the clients and employees of the FSS Business, as well as for GWL&A's employees, clients and stakeholders.

- Additional Information about the Domestic Insurer's Pro Forma Statutory Income Statement. The material increase in Net Premiums and the related material changes in Surrender Benefits and Other Fund Withdrawals and Net Transfer (to) from Separate Accounts Net of Reinsurance between 2023 and 2024 projected in the Pro Forma Financials are driven primarily by the transition from the "shock loss" period of anticipated business contraction following the Closing in 2022 and 2023 to normalized organic growth in the Domestic Insurer's business and assets under management ("AUM") in 2024 and thereafter. As was discussed in the assumptions provided with the

Pro Forma Financials, GWL&A expects that during the first two years following the Closing, the Domestic Insurer's business will experience shock loss as clients who are dissatisfied with the Proposed Acquisition choose to withdraw assets at a rate in excess of new contributions from existing clients, resulting in net decreases in the AUM of the Domestic Insurer's separate accounts during 2022 and 2023. Beginning in 2024, GWL&A anticipates shock loss will have subsided and the business will return to organic growth in separate account AUM comparable to the Domestic Insurer's organic growth rate prior to the Proposed Acquisition.

The anticipated shock loss contraction in separate account AUM drives the projected Net Transfers (to) from Separate Accounts Net of Reinsurance of $(2,955) million in 2022 and $(5,217) million in 2023. However, beginning in 2024, after shock loss has subsided, GWL&A anticipates that the Domestic Insurer's business and separate account AUM will begin growing organically at a rate of approximately 1.9% per year. This anticipated growth will be driven by normal course contributions from existing separate account clients in excess of normal course withdrawals, resulting in Net Transfers (to) from Separate Accounts Net of Reinsurance of $989 million in 2024.

For purposes of the Pro Forma Financials, GWL&A made a simplifying assumption to present the changes driven by separate account AUM contraction in 2022 and 2023 and AUM growth in 2024 on a net basis in the income statement in lieu of estimating the gross amount of premiums and surrenders during each period. As such the projected decreases in separate account AUM of $2,955 million and $5,217 million in 2022 and 2023, respectively, were included in Surrender Benefits and Other Funds Withdrawals in the income statement, and the projected increase in separate account AUM of $989 million in 2024 was included in Net Premium in income statement.

- <u>Source of Funds in the Unlikely Event the Domestic Insurer Has a Solvency Issue</u>. In the unlikely event the Domestic Insurer was to experience a solvency issue of any kind, GWL&A, working in consultation with the other Applicants, would evaluate the causes of the issue and take appropriate corrective actions to ensure the Domestic Insurer's continued solvency. Subject to obtaining any necessary regulatory approvals, possible corrective actions could include:
    - Contribution of additional capital to the Domestic Insurer sourced from GWL&A or other Applicants. GWL&A and certain other Applicants have access to a wide range of options for sourcing additional capital if necessary, including existing credit facilities held by GWL&A, Lifeco U.S., Lifeco and other affiliates, relationships with banks and other lenders from whom additional short-term financing could be obtained, and the ability to access capital markets to obtain additional long-term debt financing.
    - Execution of new surplus notes or additional K-Notes by the Domestic Insurer.
    - Entry into affiliate or third-party reinsurance transactions.
    - Changes to the Domestic Insurer's products, hedging program or investment strategy, to the extent any of them were a contributing factor to the solvency issue.