

Readers are referred to the cautionary note regarding Forward-Looking Information at the end of this release.

**Great-West Lifeco Announces Pricing Details
for Offer to Acquire GREATs and CLiCS**

WINNIPEG, December 15, 2009 – Great-West Lifeco Inc. (the "Company") today announced the pricing details for its offer to acquire (the "Offer") up to 170,000 of the outstanding Great-West Life Trust Securities – Series A ("GREATs") of Great-West Life Capital Trust and up to 180,000 of the outstanding Canada Life Capital Securities – Series A ("CLiCS") of Canada Life Capital Trust.

As set out in the Offer, the Company will acquire the GREATs and CLiCS at a purchase price based on the tender spread to the applicable reference bond as detailed below:

Security	Reference bond	Reference bond yield	Tender Spread	Tender Yield	Purchase Price ¹	Accrued & Unpaid Distributions ²
GREATs	2% Government of Canada bond due September 1, 2012	1.734%	1.20%	2.934%	\$108.826	\$2.808616438
CLiCS	3.75% Government of Canada bond due June 1, 2012	1.583%	1.05%	2.633%	\$109.859	\$3.129065753

1 The purchase price is per \$100 face amount of GREATs or CLiCS, as applicable, and excludes any accrued and unpaid distributions to but excluding the Settlement Date, expected to be December 18, 2009.

2 The accrued and unpaid distributions is per \$100 face amount of GREATs or CLiCS, as applicable.

The purchase price is payable at the election of the holder in cash or debentures. The debentures to be issued under the Offer will be additional 5.998% Debentures of Great-West Lifeco due November 16, 2039 ("Debentures"). The Debentures were rated AA(low) with a Stable trend by DBRS Limited and A+ by Standard & Poor's Ratings Services and will be issued at a price per \$100 principal amount of Debentures of \$100.535, plus \$0.525852055 representing the amount of interest that would have accrued if such Debenture had been issued November 16, 2009.

The purchase price and pricing of the debentures was determined in accordance with the formulas in the Offer dated November 11, 2009.

Each GREATs deposited for Debentures and taken up will receive one Debenture and cash equal to the amount by which the GREATs Purchase Price of \$1,088.26, together with any accrued and unpaid distributions exceeds the Debenture Price of \$1,005.35 plus interest that would have accrued if such Debenture had been issued November 16, 2009. Each CLiCS deposited for Debentures and taken up will receive one Debenture and cash equal to the amount by which the CLiCS Purchase Price of \$1,098.59, together with any accrued and unpaid distributions exceeds the Debenture Price of \$1,005.35 plus interest that would have accrued if such Debenture had been issued November 16, 2009.

Great-West Lifeco Inc. (TSX:GWO) is a financial services holding company with interests in the life insurance, health insurance, retirement savings, investment management and reinsurance businesses. The Company has operations in Canada, the United States, Europe and Asia through The Great-West Life Assurance Company, London Life Insurance Company, The Canada Life Assurance Company, Great-West Life & Annuity Insurance Company and Putnam Investments, LLC. Lifeco and its companies have nearly \$455 billion in assets under administration and are members of the Power Financial Corporation group of companies.

Cautionary note regarding Forward-Looking Information

This release contains some forward-looking statements about the Company, including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates” or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future financial performance (including revenues, earnings or growth rates), ongoing business strategies or prospects, possible future Company action including statements made by the Company with respect to the expected benefits of acquisitions or divestitures are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the financial services industry generally, including the insurance and mutual fund industries. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Company due to, but not limited to, important factors such as sales levels, premium income, fee income, expense levels, mortality experience, morbidity experience, policy lapse rates and taxes, as well as general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, catastrophic events, and the Company's ability to complete strategic transactions and integrate acquisitions. The reader is cautioned that the foregoing list of important factors is not exhaustive, and there may be other factors, including factors set out under “Risk Management and Control Practices” in the Company's 2008 Annual Management's Discussion and Analysis and any listed in other filings with securities regulators, which are available for review at www.sedar.com. The reader is also cautioned to consider these and other factors carefully and to not place undue reliance on forward-looking statements. Other than as specifically required by applicable law, the Company has no intention to update any forward-looking statements whether as a result of new information, future events or otherwise.

Not for distribution to U.S. news wire services or dissemination in the United States.

For more information contact:

Marlene Klassen, APR
Assistant Vice-President, Communication Services
(204) 946-7705