

**Phoenix Group Holdings
Results of Annual General Meeting
23 April 2015**

Phoenix Group Holdings (the “Company”) announces that at the Annual General Meeting convened and held on 23 April 2015 at 1st Floor, 32 Commercial Street, St Helier, Jersey, all the proposed resolutions, as detailed within the notice of meeting, were passed by a vote on a show of hands.

Proxy votes received were as follows. Please note that percentage figures are shown to 2 decimal places:

Annual General Meeting

Description of Resolution	Votes for	Votes against	Discretion	Votes withheld*
1. To receive the annual report and accounts of the Company for the year ended 31 December 2014	141,550,686 (99.99%)	1,865 (0.00%)	10,441 (0.01%)	359,208
2. To approve the Directors' Remuneration Report for the year ended 31 December 2014	138,914,473 (98.12%)	2,645,386 (1.87%)	10,013 (0.01%)	352,328
3. To authorise the Directors to allot Equity Securities	140,910,190 (99.54%)	646,940 (0.45%)	10,013 (0.01%)	355,057
4. To authorise the limited disapplication of pre-emption rights	140,757,932 (99.43%)	794,449 (0.56%)	10,013 (0.01%)	359,806
5. To authorise the Company to purchase its own Ordinary Shares	141,537,766 (99.98%)	21,165 (0.01%)	10,013 (0.01%)	353,256
6. To re-elect Rene-Pierre Azria as a director	141,361,340 (99.85%)	198,114 (0.14%)	10,441 (0.01%)	352,305
7. To re-elect Alastair Barbour as a director	125,905,815 (99.38%)	771,288 (0.61%)	10,023 (0.01%)	15,235,074
8. To re-elect Clive Bannister as a director	141,377,623 (99.86%)	183,403 (0.13%)	10,023 (0.01%)	351,151



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9. To re-elect Ian Cormack as a director	126,038,593 (99.49%)	638,369 (0.50%)	10,023 (0.01%)	15,235,215
10. To re-elect Tom Cross Brown as a director	141,227,829 (99.76%)	332,133 (0.23%)	10,023 (0.01%)	352,215
11. To re-elect Howard Davies as a director	141,435,431 (99.90%)	124,531 (0.09%)	10,023 (0.01%)	352,215
12. To re-elect Isabel Hudson as a director	141,236,185 (99.76%)	323,369 (0.23%)	10,431 (0.01%)	352,215
13. To re-elect Jim McConville as a director	141,207,423 (99.74%)	352,539 (0.25%)	10,023 (0.01%)	352,215
14. To re-elect David Woods as a director	141,226,420 (99.76%)	332,942 (0.23%)	10,023 (0.01%)	352,815
15. To elect Kory Sorenson as a director	141,440,864 (99.91%)	118,119 (0.08%)	11,002 (0.01%)	352,215
16. To declare and approve the payment of a final dividend of 26.7 pence per Ordinary Share for the year ended 31 December 2014	141,559,525 (99.99%)	1,438 (0.00%)	10,823 (0.01%)	350,414
17. To re-appoint Ernst & Young LLP as the Company's Auditor	140,577,162 (99.30%)	983,452 (0.69%)	10,441 (0.01%)	351,145
18. To authorise the Directors to determine the amount of the Auditor's Remuneration	141,192,368 (99.73%)	370,088 (0.26%)	10,023 (0.01%)	349,721



* A “vote withheld” is not a vote in law and is not counted in the calculation of the votes for or against the resolution.

In accordance with Listing Rule 9.6.2, copies of the resolutions passed as special business have been submitted to the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do.

Enquiries:

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