

Supplemental Notice of Annual General Meeting

Phoenix Group Holdings plc
(incorporated and registered in England and Wales under number 11606773)
(the 'Company')

5 April 2024

Dear Shareholder

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 14 MAY 2024

You will have recently received a Notice of Annual General Meeting (the 'Notice') dated 21 March 2024 which laid out the business to be transacted at the Annual General Meeting of the Company (the 'AGM') on Tuesday, 14 May 2024. Full details about the AGM are contained in the Notice.

Statement of Reasons

As detailed in the Notice, KPMG LLP will be appointed as Auditor of the Company commencing with the period starting from 1 January 2024, subject to shareholder approval at the AGM.

On page seven of the Notice, we informed Shareholders that the outgoing Auditor would provide the Company with a Statement of Reasons, which sets out the reasons for their resignation, as required under s.519 of the Companies Act 2006. The Statement of Reasons, signed by Ernst & Young LLP, is now enclosed with this letter and circulated for Shareholders' information.

All other matters of business in the original Notice remain valid and have not changed.

Recommendation

The Board continues to consider that all of the resolutions to be put to the AGM are in the best interests of the Company and its Shareholders as a whole. The Directors will be voting in favour of each resolution with their beneficial shareholdings and the Board unanimously recommends that Shareholders do so as well.

Yours sincerely,

Kulbinder Dosanjh
Company Secretary

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



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Members of the Board Audit Committee
Phoenix Group Holdings plc
20 Old Bailey
London
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05 April 2024

Dear Sirs

**Re: Phoenix Group Holdings plc (the “Company”)
Company Registered Number: 11606773**


In accordance with section 516 of the Companies Act 2006 (the “Act”), we write to notify you that we are ceasing to hold office as auditor of the Company. This takes effect on 14 May 2024.

In accordance with section 519(1) of the Act, we are ceasing to hold office following a competitive tender as a result of which another firm of auditors will be appointed.

We are required to send a copy of this statement to the appropriate audit authority in accordance with section 522 of the Act, and send a copy to the registrar in accordance with section 521 of the Act. We draw your attention to the fact that the Company has its own statutory obligations where an auditor has ceased to hold office (as detailed, in particular, in sections 520 and 523 of the Act).

If you have any questions in respect of your legal obligations, we recommend that you seek independent legal advice.

Yours faithfully

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Ernst & Young LLP *
ICAEW Registration Number – C009126168