



PHOENIX GROUP

Phoenix Group Holdings Results of Annual General Meeting 2 May 2018

Phoenix Group Holdings (the “Company”) announces that at the Annual General Meeting held on 2 May 2018 at Stationers’ Hall, Ave Maria Lane, London, EC4M 7DD all the proposed resolutions were voted on by way of a poll and were passed. The total number of votes on each resolution is as follows:- Please note that percentage figures are shown to 2 decimal places:

Annual General Meeting

Description of Resolution	Votes for	Votes against	Votes withheld*
1. To receive the annual report and accounts of the Company for the year ended 31 December 2017	297,927,708 (99.99%)	11,303 (0.01%)	34,154
2 To approve the Directors’ Remuneration Report for the year ended 31 December 2017	294,152,705 (99.15%)	2,528,520 (0.85%)	1,291,938
3.To re-elect Clive Bannister as a director of the Company	297,962,768 (99.99%)	4,792 (0.01%)	5,605
4. To re-elect Alastair Barbour as a director of the Company	295,545,276 (99.19%)	2,422,283 (0.81%)	5,605
5.. To re-elect Wendy Mayall as a director of the Company	297,959,270 (99.99%)	8,290 (0.01%)	5,605
6. To re-elect James McConville as a director of the Company	297,663,127 (99.90%)	304,433 (0.10%)	5,605
7. To re-elect John Pollock as a director of the Company	297,959,255 (99.99%)	8,305 (0.01%)	5,605
8. To re-elect Nicholas Shott as a director of the Company	297,780,115 (99.94%)	181,611 (0.06%)	11,439
9. To re-elect Kory Sorenson as a director of the Company	256,204,251 (93.38%)	18,170,601 (6.62%)	23,597,479
10. To re-elect Henry Staunton as a director of the Company	295,718,353 (99.25%)	2,248,614 (0.75%)	6,197
11. To elect Karen Green as a director of the Company	297,955,373 (99.99%)	11,353 (0.01%)	6,439
12. To elect Belinda Richards as a director of the Company	297,515,986 (99.85%)	449,674 (0.15%)	7,505



PHOENIX GROUP

13. To re-appoint Ernst & Young LLP as the Company's Auditor	296,518,392 (99.52%)	1,437,996 (0.48%)	16,776
14. To authorise the Directors to determine the amount of the Auditor's Remuneration	297,903,517 (99.98%)	63,524 (0.02%)	6,124
15. To increase the authorised share capital of the Company	295,331,556 (99.16%)	2,491,789 (0.84%)	149,820
16. To authorise the Directors to allot equity securities	291,137,669 (97.75%)	6,690,249 (2.25%)	145,247
17. To authorise the limited disapplication of pre-emption rights (Special Resolution)	291,621,959 (99.67%)	960,913 (0.33%)	5,390,293
18. To authorise the limited disapplication of pre-emption rights for an acquisition or other capital investment (Special Resolution)	290,295,080 (99.22%)	2,287,791 (0.78%)	5,390,293
19. To authorise the Company to purchase its own Ordinary Shares (Special Resolution)	296,702,703 (99.59%)	1,207,101 (0.41%)	63,359
20. To declare and approve the payment of a final dividend of 25.1 pence per Ordinary Share for the year ended 31 December 2017	297,970,586 (99.99%)	2,579 (0.01%)	0
21. To adopt the Seventh Amended and Restated Memorandum and Articles of Association (Special Resolution)	297,951,744 (99.99%)	10,396 (0.01%)	11,025

* 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.

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