



PHOENIX GROUP

Phoenix Group Holdings Results of Annual General Meeting 13 May 2011

Phoenix Group Holdings (the "Company") announces that at the Annual General Meeting convened and held on 13 May 2011 at 1st Floor, 32 Commercial Street, St Helier, Jersey, all the proposed resolutions, as detailed within the notice of meeting, were duly passed by way of a show of hands.

Proxy votes received were as follows:

Annual General Meeting

Description of Resolution	Votes for	Votes against	Votes withheld*
1. To receive the report of the Directors and the financial statements for the year ended 31 December 2010 together with the auditor's report thereon	119,432,147 (99.93%)	80,000 (0.07%)	10,300
2. To approve the Directors' Remuneration Report for the year ended 31 December 2010	118,248,499 (99.10%)	1,076,848 (0.07%)	197,100
3. To authorise the Directors to offer scrip dividends	119,522,447 (100%)	0 (0.00%)	0
4. To authorise the Directors to allot new Ordinary Shares	117,997,705 (98.76%)	1,480,960 (1.24%)	43,782
5. To authorise the limited disapplication of pre-emption rights	118,041,486 (98.76%)	1,480,961 (1.24%)	0
6. To authorise the Company to purchase its own Ordinary Shares	119,522,446 (99.99%)	1 (0.01%)	0
7. To re-elect Ian Ashken as a director	119,443,855 (100%)	0 (0.00%)	78,592
8. To re-elect Rene Azria as a director	114,760,626 (96.02%)	4,761,821 (3.98%)	0



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9. To re-elect David Barnes as a director	119,520,147 (100%)	0 (0.00%)	2,300
10. To re-elect Charles Clarke as a director	119,522,447 (100%)	0 (0.00%)	0
11. To re-elect Ian Cormack as a director	119,510,514 (99.99%)	11,933 (0.01%)	0
12. To re-elect Tom Cross Brown as a director	119,522,447 (100%)	0 (0.00%)	0
13. To re-elect Manjit Dale as a director	119,510,514 (99.99%)	11,933 (0.01%)	0
14. To re-elect Isabel Hudson as a director	119,522,447 (100%)	0 (0.00%)	0
15. To re-elect Alastair Lyons as a director	119,403,939 (99.90%)	118,508 (0.10%)	0
16. To re-elect Hugh Osmond as a director	118,993,855 (99.62%)	450,000 (0.38%)	78,592
17. To re-elect Ron Sandler as a director	119,522,447 (100%)	0 (0.00%)	0
18. To re-elect David Woods as a director	119,522,447 (100%)	0 (0.00%)	0
19. To re-elect Jonathan Yates as a director	119,522,447 (100%)	0 (0.00%)	0
20. To elect Clive Bannister as a director	119,522,447 (100%)	0 (0.00%)	0



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21. To declare and approve the payment of a final dividend of 21 pence per Ordinary Share for the year ended 31 December 2010	117,003,939 (100%)	0 (0.00%)	2,518,508
22. To re-appoint the Auditor	119,442,446 (99.93%)	80,001 (0.07%)	0
23. To authorise the Directors to determine the amount of the Auditor's Remuneration	119,512,147 (100%)	0 (0.00%)	10,300
24. To adopt the Fifth Amended and Restated Memorandum and Articles of Association	118,397,642 (100%)	0 (0.00%)	0

* 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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