

LEI: 2138001P49OLAEU33T68

13 May 2025

Phoenix Group Holdings plc ('Phoenix Group') Results of Annual General Meeting ('AGM')

Phoenix Group announces the results of voting on the resolutions at its AGM held on 13 May 2025 at Floor 9, 20 Old Bailey, London, EC4M 7AN.

A poll was held on each of the resolutions. Resolutions 1 to 20 (ordinary resolutions) and resolutions 21 to 25 (special resolutions) were all passed by the required majority. The results of the poll are as follows:

	Description of Resolution	Votes For	% of Votes cast	Votes Against	% of Votes cast	Total	% of issued share capital	Votes Withheld*
1	To receive the Company's Annual Report and Accounts for the year ended 31 December 2024.	729,326,492	99.99%	96,707	0.01%	729,423,199	72.71%	425,132
2	To receive and approve the Directors' Remuneration report.	687,401,105	95.92%	29,230,842	4.08%	716,631,947	71.43%	13,216,384
3	To declare and approve a Final dividend of 27.35 pence per ordinary share.	729,689,019	99.99%	96,067	0.01%	729,785,086	72.75%	63,245
4	To re-elect Andy Briggs as a Director of the Company.	729,009,000	99.91%	620,445	0.09%	729,629,445	72.73%	218,886
5	To re-elect Eleanor Bucks as a Director of the Company.	729,091,077	99.95%	366,704	0.05%	729,457,781	72.71%	390,550
6	To elect Sherry Coutu as a Director of the Company.	729,154,826	99.96%	285,588	0.04%	729,440,414	72.71%	407,917
7	To re-elect Karen Green as a Director of the Company.	719,564,706	98.64%	9,884,897	1.36%	729,449,603	72.71%	398,728
8	To re-elect Mark Gregory as a Director of the Company.	729,052,262	99.95%	399,276	0.05%	729,451,538	72.71%	396,793
9	To re-elect Hiroyuki Iioka as a Director of the Company.	728,756,153	99.90%	698,578	0.10%	729,454,731	72.71%	393,600
10	To re-elect Sir Nicholas Lyons as a Director of the Company.	721,709,202	98.91%	7,925,515	1.09%	729,634,717	72.73%	213,614
11	To re-elect Katie Murray as a Director of the Company.	722,187,835	99.01%	7,257,000	0.99%	729,444,835	72.71%	403,496
12	To elect Nicolaos Nicandrou as a Director of the Company.	728,450,850	99.86%	1,018,687	0.14%	729,469,537	72.71%	378,794
13	To re-elect Belinda Richards as a Director of the Company.	726,954,980	99.66%	2,492,544	0.34%	729,447,524	72.71%	400,807
14	To re-elect David Scott as a Director of the Company.	728,973,433	99.93%	476,741	0.07%	729,450,174	72.71%	398,157
15	To re-elect Maggie Semple as a Director of the Company.	727,134,745	99.68%	2,324,297	0.32%	729,459,042	72.71%	389,289
16	To re-elect Nicholas Shott as a Director of the Company.	718,533,880	98.51%	10,900,304	1.49%	729,434,184	72.71%	414,147

17	To re-appoint KPMG LLP as the Company's Auditor until the conclusion of the next general meeting of the Company at which accounts are laid.	729,362,839	99.95%	347,613	0.05%	729,710,452	72.74%	137,879
18	To authorise the Directors to agree the Auditor's remuneration.	729,438,309	99.96%	265,412	0.04%	729,703,721	72.74%	144,610
19	To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	723,609,334	99.16%	6,114,175	0.84%	729,723,509	72.74%	124,822
20	To authorise the Directors to allot shares.	717,614,084	98.34%	12,083,114	1.66%	729,697,198	72.74%	151,133
21	To authorise the Directors to disapply pre-emption rights (Special Resolution).	720,519,750	98.75%	9,089,797	1.25%	729,609,547	72.73%	238,784
22	To authorise the Directors to disapply pre-emption rights for an acquisition or other capital investment (Special Resolution).	712,571,821	97.66%	17,071,273	2.34%	729,643,094	72.73%	205,237
23	To authorise the Company to make market purchases of its own shares (Special Resolution).	729,088,669	99.92%	552,910	0.08%	729,641,579	72.73%	206,752
24	To authorise not less than 14 clear days' notice for general meetings (Special Resolution).	712,938,763	97.70%	16,819,497	2.30%	729,758,260	72.74%	90,071
25	To adopt new articles of association (Special Resolution)	615,068,174	84.32%	114,374,492	15.68%	729,442,666	72.71%	405,664

*A vote withheld is not a vote in law and therefore cannot be counted in the calculation of the proportion of votes for and against a resolution.

As at the date of the AGM, the Company's issued share capital was 1,003,205,884 ordinary shares of 10 pence each.

In accordance with the Financial Conduct Authority's Listing Rule 6.4.2, a copy of the resolutions passed at the Annual General Meeting will be available via the National Storage Mechanism, which can be accessed at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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