

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 (or interest therein) in Phoenix Group Holdings (the **Company**), please pass this document together with the accompanying documents (excluding the form of proxy or the form of instruction) 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 (or interest therein). However, the distribution of such documents into certain jurisdictions may be restricted by law and therefore persons intending to distribute such documents or into whose possession such documents come should inform themselves about and observe such restrictions. In particular, such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to the United States.

Notice of the annual general meeting of the Company to be held at 1 p.m. (British Summer Time) on Friday 13 May 2011 in the Company's Offices at 1st Floor, 32 Commercial Street, St Helier, Jersey JE2 3RU (the **AGM**) is attached to this document. The Directors of the Company (the **Directors**) have fixed 1 p.m. (British Summer Time) on 11 May 2011 as the record date for the meeting (the **Record Date**). Only members on the register of members at the Record Date may attend and vote at the AGM.

If you were not registered on the register of members at the Record Date, but hold an interest in shares held by a registered member on your behalf, you should read this document and in particular refer to the notes on pages 12-15 to determine what action you should take.

Phoenix Group Holdings

(a company incorporated under the laws of the Cayman Islands with registered number 202172 as an exempted company with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

The Company has ordinary shares of €0.0001 (**Ordinary Shares**) admitted to trading on the London Stock Exchange's (**LSE**) main market for listed securities.

Your vote on the resolutions to be proposed at the AGM is important. Details on how to vote are provided on pages 12-15 and in the enclosed form of proxy for holders of Ordinary Shares (or form of instruction for use by holders of depositary interests representing Ordinary Shares).

Requests for assistance in filling out and delivering the form of proxy or form of instruction may be directed to Computershare Investor Services PLC (the **Depositary**), The Pavilions, Bridgwater Road, Bristol BS99 6ZY (telephone number 0870 707 4040). If you have not received a form of proxy or form of instruction you may also request these from the Depositary.

A copy of the formal notice for the AGM is included on pages 8-11 (the **Notice**) and is available on the Company's website www.thephoenixgroup.com within the 'Investor Relations' section under 'AGM and EGM information'.



Phoenix Group Holdings

(a company incorporated under the laws of the Cayman Islands with registered number 202172 as an exempted company with limited liability)

Registered Office:

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

7 April 2011

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of the AGM of the Company which we are holding on Friday 13 May 2011 at 1 p.m. (British Summer Time) at the Company's Offices at 1st Floor, 32 Commercial Street, St Helier, Jersey JE2 3RU. The formal Notice of the AGM is set out on pages 8-11 of this document. The business to be considered at the AGM is as follows:-

- Resolutions 1- 4 & 7 - 23 are to be considered as ordinary resolutions.
- Resolutions 5, 6 & 24 are to be considered as special resolutions.

There is a section explaining each resolution set out below and shareholders will have the opportunity to put questions to the Directors before the resolutions are proposed to the meeting.

Resolution 1 - Receive the Annual Report and Accounts for 2010

The Annual Report and Accounts of the Company for the year ended 31 December 2010 (the **Annual Report 2010**) are available on the Company's website at the following link:

<http://www.thephoenixgroup.com/investor-relations/reports-and-accounts/2010.aspx>

Resolution 1 is proposed in order to lay the Annual Report 2010 before the members.

NOTE: Where the term "shareholder" is used in this document, unless specified otherwise, it refers to a holder of Phoenix Group Holdings equity regardless of whether the equity is traded in the form of Ordinary Shares or depositary interests. Similarly, where the term "Ordinary Share" is used in this document, unless specified otherwise, it includes depositary interests.

Resolution 2 - Approve the Directors' Remuneration Report for the Year Ended 31 December 2010

The Directors' Remuneration Report for the year ended 31 December 2010 is available on the Company's website at the following link: <http://www.thephoenixgroup.com/investor-relations/reports-and-accounts/2010.aspx>

Resolution 2 is proposed in order to lay the Directors' Remuneration Report before the members.

Resolution 3 - Authorise the Directors to offer scrip dividends

At the 2010 annual general meeting of the Company, shareholders authorised the Directors to offer a scrip dividend alternative up to 23 December 2011. As this authority will lapse before the next annual general meeting of the Company to be held in 2012, shareholders are being requested to authorise the Directors to offer a scrip dividend alternative in respect of any dividend declared and/or paid by the Company on or before 13 May 2016. The scrip dividend alternative allows any holder of Ordinary Shares the right to elect pursuant to the terms of the Company's current Articles of Association (the **Fourth Amended and Restated Memorandum and Articles of Association**) to receive Ordinary Shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Board of Directors) of all or any dividend specified by the resolution.

Resolution 4 - Authorise the Directors to allot new Ordinary Shares

At the 2010 annual general meeting of the Company, shareholders passed a resolution giving the Directors authority to allot Ordinary Shares. That power will expire at the AGM. Accordingly, the Notice includes a resolution to provide the Directors with authority to allot new Ordinary Shares thereby renewing the previous authority.

The Company is seeking authority to allot Ordinary Shares pursuant to the Fourth Amended and Restated Memorandum and Articles of Association in accordance with the Association of British Insurers (**ABI**) Institutional Voting Information Services (**IVIS**) guidelines.

Paragraph A of this resolution provides the Directors with the authority to allot Ordinary Shares up to an aggregate nominal amount equal to €5,715.30 (representing 57,153,062 Ordinary Shares). This represents approximately one-third of the Company's issued ordinary share capital as at 31 March 2011 (being the last practicable date prior to publication of this document).

In line with the guidance issued by the ABI, paragraph B of this resolution would give the Directors the authority to allot further Ordinary Shares in connection with a rights issue in favour of holders of Ordinary Shares (or interests therein) up to an aggregate nominal amount including the Ordinary Shares referred to in paragraph A of this resolution, of €11,430.61 (representing 114,306,124 Ordinary Shares). This amount represents approximately two-thirds of the Company's issued ordinary share capital as at 31 March 2011 (being the last practicable date prior to publication of this document).

The authorities sought under paragraphs A and B of this resolution will expire at the conclusion of the 2012 annual general meeting of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of the AGM).

In addition, it is proposed that the Fourth Amended and Restated Memorandum and Articles of Association be amended to reflect more closely the ABI guidelines. Please see the note relating to Resolution 24 for further details.

Without prejudice to the Company's general objective of acquiring businesses (which may involve future issues of Ordinary Shares) in the financial services industry, the Directors have no specific present intention to exercise either of the authorities sought under paragraph A or B with the exception of issues of further Ordinary Shares in accordance with its various executive and employee share plans and its scrip dividend scheme.

For the avoidance of doubt, the Company has authority, in addition to that sought pursuant to this resolution, pursuant to the Fourth Amended and Restated Memorandum and Articles of Association to issue and allot further Ordinary Shares in accordance with its obligations under the warrants it has issued in respect of its Ordinary Shares pursuant to:

- (i) the Lenders Warrant Agreement (as detailed in the prospectus issued by the Company on 4 June 2010 (the **Prospectus**)) dated 2 September 2009;
- (ii) the Amended and Restated Public Warrant Agreement dated 4 June 2010 (as detailed in the Prospectus); and
- (iii) The Royal London Transferable Warrant Agreement and The Royal London Non-Transferable Warrant Agreement both dated 2 September 2009 (each as detailed in the Prospectus),

(together, the **Warrants**).

In addition, the Company has authority pursuant to the Fourth Amended and Restated Memorandum and Articles of Association to issue and allot 3,600,000 Ordinary Shares (the **Event Shares**) to the Selling Shareholders (as detailed in the Prospectus) in aggregate upon:

- (i) an offer being made to acquire all or a majority of the Company's issued ordinary share capital or substantially all the Company's assets; or
- (ii) a person or persons acting in concert (as defined in the UK City Code on Takeovers and Mergers) becoming interested in 50% or more of the voting rights that may ordinarily be cast on a poll at a general meeting of the Company within three years of the date of Admission (as detailed in the Prospectus).

As at the date of this document the Company holds no Ordinary Shares in treasury.

Resolution 5 - Authorise the limited disapplication of pre-emption rights

At the 2010 annual general meeting of the Company, shareholders passed a special resolution giving the Directors authority to allot equity securities (as that term is defined in Article 13 of the Fourth Amended and Restated Memorandum and Articles of Association) for cash without first being required to offer such securities to existing holders of equity securities in proportion to their existing holdings. That power will expire at the conclusion of the AGM. Accordingly, Resolution 5 is proposed in order to renew that authority.

This authority would be limited to allotments in connection with pre-emptive offers, up to an aggregate nominal amount of €857.29 (representing 8572,959 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 31 March 2011 (being the last practicable date prior to publication of this document) and is in accordance with the guidance for UK institutional investors and will expire at the conclusion of the 2012 annual general meeting of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of the AGM). In line with those guidelines, it is intended that, within a rolling three year period, usage of this authority in excess of 7.5% should not take place without prior consultation with shareholders.

Resolution 6 - Authorisation for the Company to purchase its own Ordinary Shares

Resolution 6 is seeking the authority for the Company to purchase up to 10% of its issued Ordinary Shares. The Directors have no present intention of exercising the authority to make market purchases, although the authority will provide flexibility to allow the Directors to do so in the future. This authority will only be used when the Directors believe it would be in the best interests of shareholders generally, and could be expected to result in an increase in earnings per share of the Company.

Any Ordinary Shares purchased under the authority will, subject to the Cayman Islands Companies Law (as amended), either be cancelled or held in treasury. Such decisions will be made by the Directors at the time of purchase, although currently the intention is to cancel any Ordinary Shares the Company buys back rather than hold them in treasury. The Company currently has no Ordinary Shares held in treasury. The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is €0.0001. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased and (ii) the higher of the price for the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

As at 31 March 2011 (being the last practicable date prior to the publication of this document), there were Warrants, Event Shares and options over 31,822,884 Ordinary Shares in the capital of the Company as well as representing 18.56% of the Company's issued ordinary share capital. If the authority to purchase Ordinary Shares was exercised in full, these Warrants, Event Shares and options would represent 16.87% of the Company's issued ordinary share capital.

Resolutions 7 to 19 - Re-election of Directors

In accordance with the UK Corporate Governance Code, the Board of Directors is unanimously recommending that all of the Directors should be put forward for election or re-election. Clive Bannister is seeking election pursuant to Resolution 20 so is not seeking re-election. The Board of Directors has accordingly proposed that each of the continuing Directors be subject to election or re-election by the shareholders at the AGM (Resolutions 7 to 20 inclusive). Directors' biographies are attached as the Appendix. In addition, the Company has elected to propose that the Company's Fourth Amended and Restated Memorandum and Articles of Association be amended to provide for the annual re-election of all Directors at future annual general meetings of the Company. Please see the note relating to Resolution 24 for further detail.

Following the performance evaluation undertaken towards the end of 2010, the Board of Directors is satisfied that the performance of each Director continues to be effective and to demonstrate commitment to the role.

Resolution 20 - Election of Clive Bannister as a Director

As announced on 8 February 2011, the Company appointed Clive Bannister as Group Chief Executive Officer. On 28 March 2011, the Board of Directors approved his appointment as a Director. Shareholders will be asked to elect Clive Bannister as a Director.

Resolution 21 - Payment of a Dividend

The Board of Directors will be recommending to shareholders that they declare and approve the payment of a final dividend of 21 pence per Ordinary Share for the year ended 31 December 2010. If declared and approved, the recommended final dividend will be paid on

17 May 2011 to all shareholders who are on the register of members at the close of business on 8 April 2011.

Resolution 22 - Re-appointment of the Auditor

Shareholders will be asked to approve the re-appointment of Ernst & Young Accountants LLP as the Company's auditor to hold office until the conclusion of the 2012 annual general meeting of the Company.

Resolution 23 - Authorise the Directors to determine the amount of the Auditor's Remuneration

Shareholders will be asked to grant authority to the Directors to determine the Auditor's remuneration.

Resolution 24 - Adopt the Fifth Amended and Restated Memorandum and Articles of Association

Resolution 24 is proposed in order to adopt new Articles of Association (the **Fifth Amended and Restated Memorandum and Articles of Association**) to update the Fourth Amended and Restated Memorandum and Articles of Association. The principal changes introduced in the Fifth Amended and Restated Memorandum and Articles of Association are set out below.

- **Election, retirement and removal of Directors**

In accordance with the recommendations of the UK Corporate Governance Code, it is proposed that Directors should be subject to annual re-election by shareholders and that the Company shall continue to follow this approach insofar as this remains in accordance with the recommendations of the UK Corporate Governance Code. Accordingly, the Fifth Amended and Restated Memorandum and Articles of Association provide that at each subsequent annual general meeting of the Company, every Director shall retire from office, and each Director wishing to serve again shall submit himself for re-election by the shareholders.

- **Directors' power to allot equity securities and disapply pre-emption rights**

In accordance with ABI guidelines, it is proposed that the overall allotment headroom that shareholders should be invited to approve be increased from one-third to two-thirds of the Company's issued ordinary share capital and that the Company shall continue to follow this approach insofar as it remains in accordance with the recommendations of the ABI. Accordingly, the Fifth Amended and Restated Memorandum and Articles of Association provide that the Board of Directors has authority to allot Ordinary Shares or to grant rights to subscribe for or to convert any security into Ordinary Shares, up to an aggregate nominal amount of (i) one-third of the Company's issued ordinary share capital and (ii) two-thirds of the Company's issued ordinary share capital (such amount to be reduced by any Ordinary Shares allotted under (i)) in connection with any offer by way of a pre-emptive issue (as that term is defined in Article 13 of the Fifth Amended and Restated Memorandum and Articles of Association).

As set out in the note relating to Resolution 4, the Company is seeking authority under Resolutions 4 and 5 at the AGM pursuant to the Fourth Amended and Restated Memorandum and Articles of Association in accordance with ABI guidelines.

Other changes, which are of a minor, technical or clarifying nature have not been noted. A copy of the Fifth Amended and Restated Memorandum and Articles of Association and a copy of the Fourth Amended and Restated Memorandum and Articles of Association marked

to show changes being proposed by this resolution are available for inspection as noted on pages 14-15 of this document.

Recommendation of the Board of Directors

Your Directors believe that all the proposed resolutions to be considered at the AGM as set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own beneficial holdings.

Action to be taken

A form of proxy (or form of instruction for holders of depositary interests representing Ordinary Shares) is enclosed for completion, as appropriate. **Please refer to the notes on pages 12-15 of this document for further information on how to vote.**

Yours sincerely

A handwritten signature in black ink, appearing to read "Ron Sandler". The signature is fluid and cursive, with the first name "Ron" and last name "Sandler" clearly distinguishable.

Ron Sandler
Chairman

PHOENIX GROUP HOLDINGS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Phoenix Group Holdings (the **Company**) will be held at the Company's Offices at 1st Floor, 32 Commercial Street, St Helier, Jersey JE2 3RU on Friday 13 May 2011 at 1 p.m. (British Summer Time) (the **AGM**). You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 5, 6 and 24 will be proposed as special resolutions. For each special resolution to be passed a majority of not less than 75% of the votes cast must be in favour of the resolution. All other resolutions will be proposed as ordinary resolutions requiring a majority of votes cast in favour of the resolutions for the resolutions to be passed.

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.
2. **TO approve** the Directors' Remuneration Report for the year ended 31 December 2010.
3. **TO resolve that** the Board of Directors be and are hereby authorised from the date of the passing of this resolution to offer, to any holder of Ordinary Shares, the right to elect to receive Ordinary Shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Board of Directors) of all or any dividend declared and/or paid by the Company on or before 13 May 2016, on such terms as the Board of Directors shall determine subject to the terms provided in Article 201 of the Fourth Amended and Restated Memorandum and Articles of Association.
4. **TO resolve that** the authority conferred on the Board of Directors pursuant to Article 14 of the Fourth Amended and Restated Memorandum and Articles of Association to allot generally and unconditionally equity securities be renewed in respect of equity securities for a period expiring at the conclusion of the annual general meeting of the Company to be held in 2012 (or, if earlier, at the close of business on the date which is 15 months after the date of the AGM) and for that period and purpose the prescribed amount in respect of the Company's equity securities, for the purposes of paragraph (a) of the definition of prescribed amount in Article 13 of the Fourth Amended and Restated Memorandum and Articles of Association, shall be:
 - A an aggregate nominal amount of €5,715.30 (representing 57,153,062 Ordinary Shares) (such amount to be reduced by the nominal amount of any Ordinary Shares allotted under paragraph (B) below in excess of €5,715.30); and
 - B Ordinary Shares up to an aggregate nominal amount of €11,430.61 (representing 114,306,124 Ordinary Shares), such amount to be reduced by any Ordinary Shares allotted under paragraph A above in connection with an offer by way of a pre-emptive issue,

unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require Ordinary Shares to be allotted after such expiry and the Board of Directors may allot Ordinary Shares in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

5. **TO resolve that** the Board of Directors be and are hereby authorised to allot equity securities for cash pursuant to the power conferred by Article 15 of the Fourth Amended and Restated Memorandum and Articles of Association provided that:

- A the maximum aggregate nominal amount of equity securities that may be allotted or sold pursuant to the authority under Article 15(b) of the Fourth Amended and Restated Memorandum and Articles of Association is €857.29 representing approximately 5% of the Company's issued ordinary share capital; and
- B the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company to be held in 2012 (or, if earlier, at the close of business on the date which is 15 months after the date of the AGM).

6. **TO resolve that** subject to compliance with the Cayman Islands Companies Law (as amended) the Company be and is hereby generally and unconditionally authorised, in accordance with Article 19 of the Fourth Amended and Restated Memorandum and Articles of Association and section 37 of the Cayman Islands Companies Law (as amended), to make one or more market purchases of Ordinary Shares in the issued ordinary share capital of the Company:

- A such authority to be limited:

- (i) to a maximum aggregate number of 17,145,918 Ordinary Shares;
- (ii) by the condition that the minimum price which may be paid for each Ordinary Share is €0.0001 and the maximum price which may be paid for an Ordinary Share is the highest of:
 - (a) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case exclusive of expenses;

- B such authority shall, unless renewed, varied or revoked prior to such time, expire at the conclusion of the next annual general meeting of the Company to be held in 2012 (or if earlier, at the close of business on the date which is 15 months after the date of the AGM) save that the Company may before such expiry make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred which would or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts as if the power conferred hereby had not expired; and

C all Ordinary Shares purchased pursuant to said authority shall be either:

(i) cancelled immediately upon completion of the purchase; or

(ii) subject to compliance with the Cayman Islands Companies Law (as amended) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Cayman Islands Companies Law (as amended).

7. **TO re-elect** Ian Ashken as a director of the Company.
8. **TO re-elect** René-Pierre Azria as a director of the Company.
9. **TO re-elect** David Barnes as a director of the Company.
10. **TO re-elect** Charles Clarke as a director of the Company.
11. **TO re-elect** Ian Cormack as a director of the Company.
12. **TO re-elect** Tom Cross Brown as a director of the Company.
13. **TO re-elect** Manjit Dale as a director of the Company.
14. **TO re-elect** Isabel Hudson as a director of the Company.
15. **TO re-elect** Alastair Lyons as a director of the Company.
16. **TO re-elect** Hugh Osmond as a director of the Company.
17. **TO re-elect** Ron Sandler as a director of the Company.
18. **TO re-elect** David Woods as a director of the Company.
19. **TO re-elect** Jonathan Yates as a director of the Company.
20. **TO elect** Clive Bannister as a director of the Company.
21. **TO declare and approve** the payment of a final dividend of 21 pence per Ordinary Share for the year ended 31 December 2010.
22. **TO resolve that** Ernst & Young Accountants LLP be re-appointed as the Company's auditor until the conclusion of the next annual general meeting of the Company to be held in 2012.
23. **TO resolve that** the Board of Directors be authorised to determine the amount of the auditor's remuneration.

24. **TO resolve that** the memorandum and articles of association produced to the AGM and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Fifth Amended and Restated Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the Fourth Amended and Restated Memorandum and Articles of Association of the Company.

7 April 2011

By order of the Board

A handwritten signature in black ink, appearing to be 'G. Watson', written in a cursive style.

Gerald Watson
Company Secretary
Registered Office:
Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Registered in the Cayman Islands No. 202172

Notes

Entitlement to vote

Members registered on the Company's register of members at 1 p.m. (British Summer Time) on 11 May 2011 (the **Record Date**) are entitled to attend and vote at the AGM. Holders of depositary interests may also attend the AGM and vote in person in accordance with paragraph (iv) below. A member may vote in respect of the number of Ordinary Shares registered in the member's name on the Record Date. Changes to the entries in the register of members after the Record Date shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Voting in Person or by Proxy for shareholders

Shareholders may either vote in person or appoint a proxy to exercise their voting rights at the AGM. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights to a different Ordinary Share or Ordinary Shares held by that shareholder. A proxy need not be a shareholder of the Company. The appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person. A proxy form is enclosed with this document and instructions for its completion are shown on the form. Proxy appointments may be made by completing and returning the enclosed form of proxy to Computershare Investor Services (Cayman) Limited (the **Registrars**) c/o Computershare Investor Services PLC (CIS) (the **Depositary**), The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 1 p.m. (British Summer Time) on the Record Date, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or other authority.

A member must inform the Registrars in writing of any termination of the authority of a proxy.

Shareholders may lodge their votes electronically by visiting the website www.eproxyappointment.com (the on-screen instructions will give details on how to complete the instruction process). Alternatively, if shareholders have registered with Computershare's on-line portfolio service, www.computershare.com/investors they can appoint their proxy by logging on to their portfolio via Computershare's website and clicking on 'Shareholder Services'.

Voting in Person or by instruction for holders of Depositary Interests

Form of Instruction for holders of Depositary Interests representing shares held through Computershare Company Nominees Limited the "Custodian"(CCN)

In order to ensure that the Ordinary Shares in which you hold an interest are voted in accordance with your instructions at the AGM:

- (i) you can vote by signing and returning the enclosed form of instruction to the Depositary, CIS, as soon as possible, but no later than 1 p.m., (British Summer Time) on 10 May 2011. CCN will appoint the Chairman of the meeting to vote the Ordinary Shares in which you hold an interest as you instruct on the Form of Instruction. If you sign and return the form of instruction, but do not give instructions on how to vote your Ordinary Shares, your Ordinary Shares will not be voted; or
- (ii) you can vote via the website www.eproxyappointment.com by no later than 1 p.m., (British Summer Time) on 10 May 2011. CCN will appoint the Chairman of the meeting to vote the Ordinary Shares in which you hold an

interest as you instruct via www.eproxyappointment.com (the on-screen instructions will give details on how to complete the instruction process); or

- (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment services in accordance with procedures set out below; or
- (iv) you can attend the AGM and vote in person (or appoint another person to vote on your behalf). If you wish to attend the meeting, you must register with CIS before 1 p.m., (British Summer Time) on 10 May 2011. If you properly register before 1 p.m., (British Summer Time) on 10 May 2011, and attend the AGM in person, CCN will provide you in advance of, or at, the AGM with a Letter of Representation necessary for you to vote the shares in which you hold an interest at the AGM in person. Once you have been provided with a Letter of Representation by CCN, you may cast your vote in respect of your shares at the AGM.

Electronic voting instructions via the CREST voting system

Depository Interest Holders who are CREST members and who wish to issue an Instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Voting Instruction**) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depository must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 1 p.m., (British Summer Time) on 10 May 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

Corporate representatives

Any corporation which is a shareholder named in the Company's register of members or holds depositary interests representing Ordinary Shares can appoint one or more corporate representatives who may exercise on its behalf all of its powers provided that they exercise the rights attached to a different share or shares held by that member.

Issued share capital and total voting rights

As at 31 March 2011 (being the last practicable date prior to publication of this document) the Company's issued ordinary share capital consisted of 171,459,187 Ordinary Shares.

Shareholders are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every shareholder who is present has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote. On a vote by poll every shareholder who is present in person or by proxy has one vote for every Ordinary Share held.

The total voting rights in the Company as at 31 March 2011 were 171,459,187.

Questions at the meeting

A shareholder attending the meeting has the right to ask questions in relation to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Inspection of documents

Copies of the following documents will be available for inspection at the AGM venue from 15 minutes before the commencement of the AGM until its conclusion:

- A the Fifth Amended and Restated Memorandum and Articles of Association of the Company;
- B the Annual Report and Accounts of the Company for the year ended 31 December 2010;
- C copies of the service contracts of the Executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the Non-Executive Directors; and
- D copies of the Directors' Deed of indemnity.

From the date of this document until the conclusion of the AGM, a version of the Fourth Amended and Restated Memorandum and Articles of Association showing the changes proposed by Resolution 24 will be available for inspection at the registered office of the Company, at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS and for at least 15 minutes before the AGM commences and during the AGM at the place of the AGM.

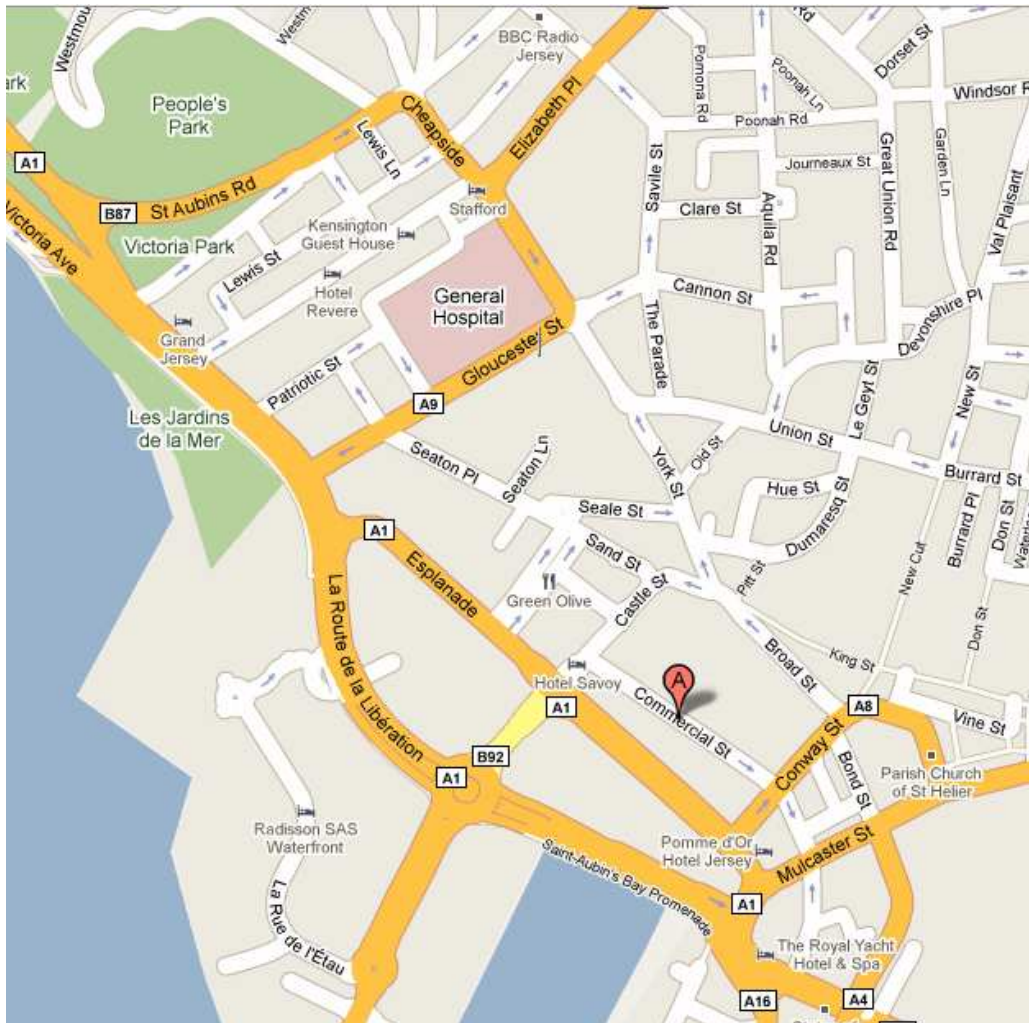
Website

A copy of the Notice is available on the Company's website: www.thephoenixgroup.com within the 'Investor Relations' section under 'AGM and EGM information'.

Contact

Computershare Investor Services PLC, the Depositary and Agent for the Registrar, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Tel: 0870 707 4040.

MAP AND DIRECTIONS



Directions to the AGM venue, 1st Floor, No 32 Commercial Street, St Helier, Jersey JE2 3RU.

From the Jersey Airport take the B36 and then the A12 towards St Helier, via Beaumont Hill. At the bottom of the hill at the roundabout turn left towards St Helier along Victoria Avenue (the A1). At the end of Victoria Avenue continue along the Esplanade (still the A1) and then turn left into Castle Street. Then take the 1st right into Commercial Street, and the AGM venue is a few yards down on the right hand side with blue doors at No 32, 1st Floor.

APPENDIX

BIOGRAPHICAL DETAILS OF DIRECTORS SEEKING ELECTION OR RE-ELECTION

Ian Ashken – Non-Executive Director

Ian Ashken is Vice Chairman and Chief Financial Officer of Jarden Corporation, a Fortune 500 U.S. diversified consumer products company listed on the New York Stock Exchange. Mr Ashken has had extensive public company experience over the last 20 years, including as Chief Financial Officer of Benson Eyecare Corporation, Lumen Technologies and Bollé Inc. Mr Ashken is a Principal and Executive Officer of a number of private investment entities. He was appointed to the Board of Directors of the Company on 2 September 2009.

René-Pierre Azria – Non-Executive Director

René-Pierre Azria is Chief Executive Officer of Tegriss Advisors LLC, a U.S. private advisory firm specialised in strategic financial analysis and mergers and acquisitions. Prior to founding Tegriss, Mr Azria was a worldwide partner with Rothschild & Co. Prior to joining Rothschild in 1996, Mr Azria served as Managing Director of Blackstone Indosuez and President of Financière Indosuez Inc. in New York. Mr Azria serves as a Director and Compensation Committee member of Jarden Corporation, a NYSE listed Fortune 500 U.S. conglomerate, and of two privately held book publishers in France and the U.S. Mr Azria was appointed to the Board of Directors of the Company on 2 September 2009. He is a member of the Board Risk Committee.

Clive Bannister – Group Chief Executive Officer

Clive Bannister joined the Group in February 2011 as Group Chief Executive. Prior to this, he was Group Managing Director of Insurance and Asset Management at HSBC. Clive joined HSBC in 1994 and held various leadership roles in Planning and Strategy in the Investment Bank (USA) and was Group General Manager and CEO HSBC Group Private Banking. He started his career at First National Bank of Boston and prior to working at HSBC was a partner in Booz Allen Hamilton in the Financial Service Practice providing strategic support to financial institutions including leading insurance companies, banks and investment banks. Throughout his career he has lived and worked internationally. Mr Bannister was appointed to the Board of Directors of the Company on 28 March 2011.

David Barnes – Non-Executive Director

David Barnes joined the RBS Group (then Williams & Glyn's Bank) in 1973 and remained there in various roles until his early retirement in February 2009. His roles included Relationship Banker in the then newly established Corporate Division, Managing Director of the Financial Institutions Relationship Management team and member and subsequently Chairman of RBS's Credit Committee. From 2005 he was responsible for all lending to financial institutions and for capital management for RBS's Financial Institutions Group. Mr Barnes was appointed to the Board of Directors of the Company on 2 September 2009. He is a member of the Board Audit and Board Remuneration Committees.

Charles Clarke – Non-Executive Director

Charles Clarke is a Jersey-resident graduate Chartered Accountant who spent some 30 years with KPMG. Having trained and qualified in London he was a financial sector audit partner in London, Kuala Lumpur and Jersey. He was also senior partner of the KPMG Channel Island firm for seven years and, during his final year, Chairman of the grouping of KPMG member firms in offshore jurisdictions. Since retiring from KPMG at the end of 2005 he has established an offshore governance consultancy and Non-Executive Director (NED) recruitment service as well as accepting a number of NED and community appointments. Mr Clarke was appointed to the Board of Directors of the Company on 18 February 2010. He is a member of the Board Audit Committee.

Ian Cormack – Non-Executive Director

Ian Cormack is Non-Executive Chairman of Maven Income & Growth VCT 4 plc and is a Non-Executive Director of Bloomsbury Publishing Plc., Aspen Insurance Holdings, the Qatar Financial Centre and the Qatar Insurance Service. Mr Cormack was Chief Executive Officer of AIG, Inc. in Europe from 2000 to 2002 and was Chairman of Citibank International plc and co-head of the Global Financial Institutions Client Group at Citigroup. Mr Cormack served on the Board of Directors of the former Pearl Group Limited from May 2005 to September 2009. He was appointed to the Board of Directors of the Company on 2 September 2009. Mr Cormack is Chairman of the Board Remuneration Committee and a member of the Board Nomination Committee.

Tom Cross Brown – Non-Executive Director

Tom Cross Brown was Global Chief Executive of ABN AMRO Asset Management (which managed some €160 billion, with offices in 30 countries around the world) from 2000 to 2003, as well as Chairman of ABN AMRO Asset Management in the UK from 1997 to 2003. Prior to this, he spent 21 years with Lazard Brothers in London, latterly as Chief Executive Officer of Lazard Brothers Asset Management. Mr Cross Brown is Non-Executive Chairman of Just Retirement (Holdings) Limited, and a Non-Executive Director of Artemis Alpha Trust plc, as well as of other private companies and charities. Mr Cross Brown served on the Board of Directors of the former Pearl Group Limited from May 2005 until September 2009. He was appointed to the Board of Directors of the Company on 24 September 2009. He is a member of the Board Nomination and Board Risk Committees.

Manjit Dale – Non-Executive Director

Manjit Dale is a founding partner of TDR Capital, a private equity firm established in 2002. TDR Capital manages over €2.5 billion of assets on behalf of a variety of institutional pension funds, university endowments and wealthy private individuals. Prior to founding TDR Capital, Mr Dale was Managing Partner at Deutsche Bank Capital Partners Europe. He has served on the Boards of Pizza Express and Center Parcs. Mr Dale has over 20 years' experience in private equity, finance and consulting gained with BankersTrust, 3i plc, NM Rothschild and Andersen Consulting. Mr Dale graduated from Cambridge University with an Honours Degree in Economics. He served on the Board of Directors of the former Pearl Group Limited from December 2004 to September 2009. Mr Dale was appointed to the Board of Directors of the Company on 2 September 2009.

Isabel Hudson – Non-Executive Director

Isabel Hudson is a former Executive Director of Prudential Assurance Company Limited. She was also Chief Financial Officer at Eureka BV. Ms Hudson is a Non-Executive Director of QBE Insurance, MGM Advantage and The Pensions Regulator and a member of the with-profits Committee of Standard Life. Ms Hudson is Chairman of the business development

Board of Scope, a UK charity, and has 30 years experience in the insurance industry in the UK and mainland Europe. She was appointed to the Board of Directors of the Company on 18 February 2010. She is a member of the Board Risk and Board Remuneration Committees.

Alastair Lyons – Senior Independent Director

Alastair Lyons was appointed to the Board of Directors of the Company as Senior Independent Director on 29 March 2010. He is also Chairman of Admiral Group plc, the FTSE 100 direct motor insurer, Chairman of Serco Group plc, the FTSE 100 international services company, Deputy Chairman of Bovis Homes Group plc, and a Non-Executive Director of the Towergate Insurance Group. In his executive career he was Chief Executive Officer of the National Provident Institution, Executive Director of Abbey National, responsible for the insurance division, and Chief Executive Officer of the National & Provincial Building Society. He is a Fellow of the Institute of Chartered Accountants and has been a Non-Executive Director of both the Department for Work and Pensions and the Department for Transport. Mr Lyons is Chairman of the Board Audit Committee.

Hugh Osmond – Non-Executive Director

Hugh Osmond founded Punch Group and was its Executive Chairman between 1997 and 2001, during which time he built Punch Group into one of the UK's largest pub companies. He previously co-led the acquisition and market listing of Pizza Express in 1993 and helped build it into the UK's largest sit-down restaurant chain. Mr Osmond served on the Board of Directors of the former Pearl Group Limited from December 2004 until September 2009. Mr Osmond also serves on the Board of Horizon plc. He was appointed to the Board of Directors of the Company on 2 September 2009. Mr Osmond is a member of the Board Risk Committee.

Ron Sandler - Chairman

Ron Sandler was appointed Chairman of the Company on 24 September 2009. He is additionally Chairman of Northern Rock plc and Ironshore Inc, and is an adviser to Palamon Capital Partners. Mr Sandler has an MA from Queens' College, Cambridge and an MBA from Stanford University. He was previously Chief Executive of Lloyd's of London and played a key role in the Lloyd's reconstruction and renewal programme. Subsequently, he was Chief Operating Officer of NatWest Group. In 2002, at the request of the Chancellor of the Exchequer, he led an independent review of the UK Long Term Savings Industry. He is a recent past president of the Chartered Institute of Bankers. Mr Sandler is Chairman of the Board Nomination Committee.

David Woods – Non-Executive Director

David Woods is a Fellow of the Institute of Actuaries and is currently Non-Executive Chairman of Royal Liver Assurance and a Non-Executive Director of Standard Life UK Smaller Companies Trust plc, Murray Income Trust plc and The Moller Centre for Continuing Education. He is also Chairman of the pension fund trustee companies responsible for the governance of all the UK pension schemes in the Steria Group and is a trustee of the Scottish Provident Pension Fund. Between 1988 and 2002, he was Group Managing Director of the Scottish Provident Group. He was appointed to the Board of Directors of the Company on 18 February 2010 and is chairman of the Board Risk Committee.

Jonathan Yates – Group Finance Director

Jonathan Yates joined the Group in May 2010 as Group Finance Director. Prior to working in the Phoenix Group, he was Chief Executive of Life Assurance Holding Corporation Limited ('LAHC') and its subsidiary Windsor Life (from 2004 to 2009). He also held other roles in the LAHC group including Finance Director and Development Director and successfully led a number of major transactions. Mr Yates is a qualified actuary and was appointed to the Board of Directors of the Company on 23 June 2010.