

Result of AGM

Released : 15 May 2020 12:55:00

RNS Number : 0884N
Phoenix Group Holdings PLC
15 May 2020

LEI: 2138001P49OLAEU33T68

Phoenix Group Holdings plc Results of Annual General Meeting 15 May 2020

Phoenix Group Holdings plc (the "Company") announces that at the Annual General Meeting held on 15 May 2020 at 1 Wythall Green Way, Wythall, Birmingham, B47 6WG 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 2019.	568,572,928 (99.99%)	12,503 (0.01%)	422,654
2. To approve the Directors' Remuneration Report for the year ended 31 December 2019.	549,297,773 (96.54%)	19,674,360 (3.46%)	35,951
3. To approve the Directors' Remuneration policy.	563,455,466 (99.31%)	3,899,742 (0.69%)	744,467
4. To declare and approve the final dividend of 23.4 pence per ordinary share.	560,260,067 (98.46%)	8,746,015 (1.54%)	1,685
5. To re-elect Alastair Barbour as a director of the Company.	559,435,914 (98.33%)	9,528,370 (1.67%)	43,800
6. To elect Andy Briggs as a director of the Company.	568,936,649 (99.99%)	38,987 (0.01%)	32,448
7. To re-elect Campbell Fleming as a director of the Company.	568,933,574 (99.99%)	40,689 (0.01%)	31,548
8. To re-elect Karen Green as a director of the Company.	567,883,423 (99.81%)	1,093,113 (0.19%)	31,548
9. To re-elect Nicholas Lyons as a director of the Company.	568,724,111 (99.96%)	252,491 (0.04%)	31,483
10. To re-elect Wendy Mayall as a director of the Company.	568,942,841 (99.99%)	33,695 (0.01%)	31,548
11. To re-elect John Pollock as a director of the Company.	567,889,694 (99.81%)	1,086,842 (0.19%)	31,548
12. To re-elect Belinda Richards as a director of the Company.	557,790,191 (98.03%)	11,186,877 (1.97%)	31,016

13. To re-elect Nicholas Shott as a director of the Company.	567,330,840 (99.81%)	1,093,778 (0.19%)	583,466
14. To re-elect Kory Sorenson as a director of the Company.	567,467,776 (99.76%)	1,369,467 (0.24%)	170,841
15. To elect Rakesh Thakrar as a director of the Company.	568,049,130 (99.84%)	925,950 (0.16%)	33,004
16. To elect Mike Tumilty as a director the Company.	568,934,759 (99.99%)	39,789 (0.01%)	33,536
17. To re-appoint Ernst & Young LLP as the Company's auditors.	561,698,175 (98.72%)	7,286,364 (1.28%)	23,546
18. To authorise the directors to agree the auditor's remuneration.	562,181,959 (98.80%)	6,810,401 (1.20%)	15,725
19. To authorise the Directors to allot shares.	554,063,872 (97.38%)	14,931,900 (2.62%)	12,313
20. To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	564,791,699 (99.27%)	4,176,909 (0.73%)	38,076
21. To authorise the directors to disapply pre-emptions rights (Special Resolution)	557,404,056 (99.84%)	891,828 (0.16%)	10,711,605
22. To authorise the directors to disapply pre-emption rights for an acquisition or other capital investment (Special Resolution).	555,758,613 (99.54%)	2,543,348 (0.46%)	10,706,124
23. To authorise the Company to make market purchases of its own shares (Special Resolution).	566,489,912 (99.63%)	2,099,234 (0.37%)	430,085
24. To authorise a 14 day notice period for general meetings (Special Resolution).	559,614,479 (98.35%)	9,384,786 (1.65%)	8,820
25. To authorise the directors to allot shares in the Company conditional upon the acquisition of ReAssure Group plc.	555,545,133 (97.64%)	13,444,093 (2.36%)	18,859
26. To authorise the directors to disapply pre-emptions right conditional upon the acquisition of ReAssure Group plc (Special Resolution).	557,924,089 (99.87%)	704,177 (0.13%)	10,379,819
27. To authorise the directors to disapply pre-emption rights for an acquisition or other capital investment conditional upon the acquisition of ReAssure Group plc (Special Resolution).	556,230,161 (99.57%)	2,386,754 (0.43%)	10,391,170
28. To authorise the Company to make market purchases of its own shares conditional upon the acquisition of ReAssure Group plc (Special Resolution).	566,538,061 (99.64%)	2,021,552 (0.36%)	448,472

* A "vote withheld" is not a vote in law and is not counted in the calculation of the votes for or against the resolution.

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