

Result of AGM

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Phoenix Group Holdings PLC
02 May 2019

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Phoenix Group Holdings plc Results of Annual General Meeting 2 May 2019

Phoenix Group Holdings plc (the "Company") announces that at the Annual General Meeting held on 2 May 2019 at Standard Life House, 30 Lothian Road, Edinburgh, EH1 2DH, 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 2018	545,056,695 (99.99%)	6,580 (0.01%)	366,708
2. To approve the Directors' Remuneration Report for the year ended 31 December 2018	544,206,471 (99.78%)	1,187,255 (0.22%)	36,734
3. To approve the Directors' Remuneration policy	543,758,443 (99.70%)	1,637,633 (0.30%)	34,384
4. To declare and approve the final dividend of 23.4 pence per ordinary share.	545,411,196 (99.99%)	3,936 (0.01%)	15,328
5. To elect Clive Bannister as a director of the Company	544,367,010 (99.81%)	1,042,395 (0.19%)	21,055
6. To elect Alastair Barbour as a director of the Company	505,724,679 (92.80%)	39,208,718 (7.20%)	497,063
7. To elect Campbell Fleming as a director of the Company.	544,338,444 (99.80%)	1,068,841 (0.20%)	23,175
8. To elect Karen Green as a director of the Company	544,320,204 (99.80%)	1,089,081 (0.20%)	21,175
9. To elect Nicholas Lyons as a director of the Company	544,349,717 (99.81%)	1,059,688 (0.19%)	21,055
10. To elect James McConville as a director of the Company	543,523,125 (99.65%)	1,883,986 (0.35%)	21,107
11. To elect Wendy Mayall as a director of the Company	544,341,602 (99.80%)	1,067,683 (0.20%)	21,175

12. To elect Barry O'Dwyer as a director of the Company	544,335,428 (99.80%)	1,069,231 (0.20%)	21,021
13. To elect John Pollock as a director of the Company	544,344,061 (99.80%)	1,065,224 (0.20%)	21,175
14. To elect Belinda Richards as a director of the Company	498,264,623 (93.00%)	37,488,476 (7.00%)	9,677,361
15. To elect Nicholas Shott as a director of the Company	543,561,521 (99.66%)	1,840,431 (0.34%)	28,508
16. To elect Kory Sorenson as a director of the Company	537,500,421 (98.64%)	7,432,976 (1.36%)	497,063
17. To appoint Ernst & Young LLP as the Company's Auditor	540,195,529 (99.15%)	4,628,873 (0.85%)	604,558
18. To authorise the Directors to agree the auditor's remuneration	540,820,384 (99.26%)	4,004,974 (0.74%)	605,102
19. To authorise the Directors to allot shares	532,522,987 (97.66%)	12,773,842 (2.34%)	133,631
20. To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	540,701,166 (99.26%)	4,033,039 (0.74%)	696,255
21. To authorise the directors to disapply pre-emptions rights (Special Resolution)	534,596,564 (99.76%)	1,312,758 (0.24%)	9,521,138
22. To authorise the directors to disapply pre-emption rights for an acquisition or other capital investment (Special Resolution)	534,387,578 (99.66%)	1,841,083 (0.34%)	9,199,557
23. To authorise the Company to make market purchases of its own shares (Special Resolution)	544,440,729 (99.84%)	876,090 (0.16%)	113,641
24. To authorise a 14 day notice period for general meetings (Special Resolution)	537,222,906 (98.50%)	8,188,681 (1.50%)	18,873

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

Enquiries:

Media

Andy Donald and Vikki Kosmalska,
Maitland
+44 (0) 20 7379 5151

Shellie Wells, Head of Corporate
Communications, Phoenix
+44 (0) 20 375 0922 / +44 7872 414137

Investors

Claire Hawkins, Head of Investor
Relations, Phoenix Group
+44 (0) 203 735 0575

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