

Result of AGM

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Phoenix Group Holdings PLC
05 May 2022

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Phoenix Group Holdings plc Results of Annual General Meeting 5 May 2022

Phoenix Group Holdings plc (the "Company") announces that at the Annual General Meeting held on 5 May 2022 at 20 Old Bailey, London, EC4M 7AN, 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 2021.	787,748,249 (99.99%)	59,267 (0.01%)	266,457
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2021.	772,702,304 (98.15%)	14,593,901 (1.85%)	777,768
3. To declare and approve the final dividend of 24.8 pence per ordinary share.	787,742,166 (99.98%)	122,399 (0.02%)	15,843
4. To re-elect Alastair Barbour as a director of the Company.	780,580,294 (99.06%)	7,403,626 (0.94%)	90,053
5. To re-elect Andy Briggs as a director of the Company.	787,755,966 (99.97%)	245,789 (0.03%)	72,218
6. To re-elect Karen Green as a director of the Company.	787,785,922 (99.97%)	226,198 (0.03%)	61,853
7. To elect Hiroyuki Iioka as a director of the Company.	787,727,622 (99.97%)	265,173 (0.03%)	81,178
8. To re-elect Nicholas Lyons as a director of the Company.	782,987,608 (99.36%)	5,006,669 (0.64%)	79,696
9. To re-elect Wendy Mayall as a director of the Company.	787,757,676 (99.97%)	234,707 (0.03%)	81,590
10. To re-elect John Pollock as a director of the Company.	787,944,785 (99.99%)	51,265 (0.01%)	77,923

11. To re-elect Belinda Richards as a director of the Company	784,474,015 (99.55%)	3,524,386 (0.45%)	58,872
12. To re-elect Nicholas Shott as a director of the Company.	782,862,274 (99.36%)	5,040,976 (0.64%)	154,023
13. To re-elect Kory Sorenson as a director of the Company.	779,312,850 (98.90%)	8,683,097 (1.10%)	61,326
14. To re-elect Rakesh Thakrar as a director of the Company.	787,687,780 (99.96%)	294,239 (0.04%)	75,254
15. To re-elect Mike Tumilty as a director the Company.	787,875,722 (99.99%)	101,193 (0.01%)	80,358
16. To elect Katie Murray as a director of the Company	787,738,357 (99.97%)	237,629 (0.03%)	81,287
17. To re-appoint Ernst & Young LLP as the Company's auditors.	781,641,896 (99.44%)	4,405,101 (0.56%)	2,010,276
18. To authorise the directors to agree the auditors' remuneration.	785,010,183 (99.87%)	1,056,255 (0.13%)	1,990,835
19. To authorise the Directors to allot shares.	776,244,555 (98.51%)	11,773,769 (1.49%)	38,949
20. To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	784,148,599 (99.51%)	3,866,431 (0.49%)	39,243
21. To authorise the directors to disapply pre-emptions rights (Special Resolution)	783,747,873 (99.82%)	1,392,154 (0.18%)	2,917,246
22. To authorise the directors to disapply pre-emption rights for an acquisition or other capital investment (Special Resolution).	762,337,188 (97.10%)	22,782,711 (2.90%)	2,937,374
23. To authorise the Company to make market purchases of its own shares (Special Resolution).	785,600,337 (99.70%)	2,378,708 (0.30%)	78,228
24. To authorise a 14 day notice period for general meetings (Special Resolution).	769,194,932 (97.61%)	18,835,935 (2.39%)	26,406

* 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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