

Result of AGM

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Phoenix Group Holdings PLC
04 May 2023

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Phoenix Group Holdings plc
Results of Annual General Meeting
4 May 2023

Phoenix Group Holdings plc (the "Company") announces the results of voting on the resolutions at its Annual General Meeting ("AGM") held on 4 May 2023 at 20 Old Bailey, London, EC4M 7AN.

A poll was held on each of the resolutions. Resolutions 1 to 21 (ordinary resolutions) and resolutions 22 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 2022.	773,212,834	99.99	41,567	0.01	773,254,401	77.29	388,468
2.	To receive and approve the Directors' remuneration report.	767,333,037	99.20	6,157,257	0.80	773,490,294	77.31	152,575
3.	To receive and approve the Directors' remuneration policy.	764,184,513	98.81	9,241,995	1.19	773,426,508	77.30	216,361
4.	To declare and approve a final dividend of 26.0 pence	770,712,432	99.63	2,829,123	0.37	773,541,555	77.32	106,529

	per ordinary share.							
5.	To re-elect Alastair Barbour as a Director of the Company.	764,577,355	98.86	8,853,680	1.14	773,431,035	77.30	217,049
6.	To re-elect Andy Briggs as a Director of the Company.	773,306,638	98.98	149,514	0.02	773,456,152	77.31	191,932
7.	To elect Stephanie Bruce as a Director of the Company.	773,062,283	99.95	364,313	0.05	773,426,596	77.30	221,488
8.	To re-elect Karen Green as a Director of the Company.	773,206,601	99.97	232,441	0.03	773,439,042	77.30	209,042
9.	To elect Mark Gregory as a Director of the Company.	773,248,251	99.99	96,350	0.01	773,344,601	77.30	303,483
10.	To re-elect Hiroyuki Iioka as a Director of the Company.	773,067,087	99.96	347,618	0.04	773,414,705	77.30	233,379
11.	To re-elect Katie Murray as a Director of the Company.	773,351,149	99.99	84,918	0.01	773,436,067	77.30	212,017
12.	To re-elect John Pollock as a Director of the Company.	773,311,115	99.98	120,591	0.02	773,431,706	77.30	216,378
13.	To re-elect Belinda Richards as a Director of the Company.	773,225,313	99.97	210,806	0.03	773,436,119	77.30	211,965
14.	To elect Maggie Semple as a Director of the Company.	773,233,249	99.98	184,577	0.02	773,417,826	77.30	225,043
15.	To re-elect Nicholas Shott as a Director of the	772,691,394	99.93	559,190	0.07	773,250,584	77.29	392,285

									Company.								
16.	To re-elect Kory Sorenson as a Director of the Company.																
17.		772,926,157	99.94	488,310	0.06	773,414,467	77.30	228,402	To re-elect Rakesh Thakrar as a Director of the Company.	772,935,086	99.93	510,877	0.07	773,445,963	77.31	202,121	
18.									To re-appoint Ernst & Young LLP as the Company's Auditor until the conclusion of the next general meeting of the Company at which accounts are laid.	772,117,941	99.82	1,358,009	0.18	773,475,950	77.31	172,134	
19.									To authorise the Directors to agree the Auditor's remuneration.	772,452,269	99.87	1,038,546	0.13	773,490,815	77.31	157,269	
20.									To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	767,384,321	99.60	3,096,761	0.40	770,481,082	77.01	3,165,852	
21.									To authorise the Directors to allot shares.	760,615,063	98.69	10,133,024	1.31	770,748,087	77.04	2,899,997	
22.									To authorise the Directors to disapply pre-emption rights (Special Resolution).	765,916,344	99.38	4,787,209	0.62	770,703,553	77.03	2,944,531	
23.									To authorise the Directors to disapply pre-emption rights for an acquisition or other capital investment	762,009,130	98.54	11,271,223	1.46	773,280,353	77.29	367,731	

	(Special Resolution).							
24.	To authorise the Company to make market purchases of its own shares (Special Resolution).	773,176,730	99.98	181,713	0.02	773,358,443	77.30	284,426
25.	To authorise a 14 day notice period for general meetings (Special Resolution).	755,168,147	97.63	18,359,823	2.37	773,527,970	77.31	120,114

*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 1,000,505,190 ordinary shares of 10 pence each.

In accordance with the Financial Conduct Authority's Listing Rule 9.6.2, 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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