

Final Terms dated 3 May 2017

Phoenix Group Holdings

Issue of £150,000,000 4.125 per cent. Tier 3 Notes due 2022
(to be consolidated and form a single series with Phoenix Group Holding's £300,000,000 4.125 per cent. Tier 3
Notes due 2022 originally issued by PGH Capital Public Limited Company)

under the £3,000,000,000 Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS FOR TIER 3 NOTES

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Tier 3 Notes (the “**Conditions**”) contained in the Trust Deed dated 21 December 2016 (as first supplemented on 20 March 2017) and incorporated by reference into the Prospectus dated 30 March 2017. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) and must be read in conjunction with the Prospectus dated 30 March 2017, which constitutes a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Conditions, these Final Terms and the Prospectus dated 30 March 2017. The Prospectus is available for viewing at Citibank N.A., London Branch, Citigroup Centre Canada Square, Canary Wharf, London E14 5LB, United Kingdom and <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies may be obtained from Phoenix Group Holdings, 1st Floor, 32 Commercial Street, St. Helier, Jersey JE2 3RU, Channel Islands.

1	Issuer:	Phoenix Group Holdings
2	(i) Series Number:	1
	(ii) Tranche Number:	2
3	Specified Currency or Currencies:	Pounds Sterling (“£”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	£450,000,000
	(ii) Tranche:	£150,000,000 (to be consolidated and form a single series with the Issuer's £300,000,000 4.125 per cent. Tier 3 Notes due 2022 issued on 20 January 2017 from and including 15 June 2017)
5	Issue Price:	101.387 per cent. of the Aggregate Nominal Amount plus 105 days of accrued interest for the period from and including the Interest Commencement Date to but excluding the Issue Date
6	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof
	(ii) Calculation Amount (Definitive Notes only):	£1,000
7	(i) Issue Date:	5 May 2017

	(ii) Interest Commencement Date	20 January 2017
8	Maturity Date:	20 July 2022
9	Interest Basis:	4.125 per cent. Fixed Rate
10	Redemption Basis:	Redemption at par
11	Change of Interest Basis:	Not Applicable
12	Call Options:	Not Applicable
13	(i) Status of the Notes:	Tier 3 Notes
	(ii) Date Board approval for issuance of Notes obtained:	12 December 2016 and 17 March 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	4.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	20 July in each year commencing on 20 July 2017 (in respect of the period from and including the Interest Commencement Date to, but excluding 20 July 2017, a short first coupon)
	(iii) Fixed Coupon Amount:	£41.25 per Calculation Amount
	(iv) Broken Amount(s):	£20.46 per Calculation Amount, payable on the Interest Payment Date falling on 20 July 2017
	(v) Day Count Fraction:	Actual/Actual - ICMA
	(vi) Determination Dates:	Not Applicable
	(vii) Business Day Convention:	Not Applicable
15	Fixed Rate Reset Note Provisions:	Not Applicable
16	Floating Rate Note and Fixed to Floating Rate Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17	Capital Replacement End Date:	Maturity Date
18	Call Option:	Not Applicable
19	Ratings Methodology Call:	Not Applicable
20	Final Redemption Amount of each Note:	£1,000 per Calculation Amount
21	Special Redemption Price:	
	(i) in respect of a Capital Disqualification Event redemption:	£1,000 per Calculation Amount
	(ii) in respect of a redemption for taxation reasons	£1,000 per Calculation Amount
	(iii) in respect of a Ratings Methodology Event redemption:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	Registered Notes:
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		Regulation S Global Certificate (£150,000,000 nominal amount) registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
23	Global Certificates (Registered Notes):	Yes
24	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
DISTRIBUTION		
26	U.S. selling restrictions:	Reg. S Compliance Category 2; TEFRA Not Applicable
27	Additional selling restrictions:	Not Applicable

Signed on behalf of the Issuer:



By: (James McConville)

Duly authorised

PART B — OTHER INFORMATION

1 LISTING

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| (i) | Listing: | London |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on the London Stock Exchange with effect from 5 May 2017. |
| (iii) | Estimate of total expenses related to admission to trading: | £3,600 |

2 RATINGS

Ratings: The Notes to be issued are expected to be rated:
Fitch Ratings: BBB-

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD

Indication of yield:	3.827 per cent. per annum
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

OPERATIONAL INFORMATION

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| 5 | ISIN Code: | From and including the Issue Date to, but excluding, 15 June 2017, XS1602279587 and thereafter, XS1551285007 |
| | Common Code: | From and including the Issue Date to, but excluding, 15 June 2017, 160227958 and thereafter, 155128500 |
| | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking SA and the relevant identification number(s): | Not Applicable |
| | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |