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THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek immediately your own financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000, as amended (“FSMA”) if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

This document comprises a supplementary prospectus (the “**Supplementary Prospectus**”) relating to Phoenix Group Holdings plc (“**Phoenix**” or the “**Company**”) prepared in accordance with the Prospectus Regulation Rules of the FCA made under section 73A of FSMA. This Supplementary Prospectus has been approved by the FCA in accordance with section 87A of FSMA, will be made available to the public and has been filed with the FCA in accordance with the Prospectus Regulation Rules. This Supplementary Prospectus, together with the documents incorporated into it by reference (as set out in paragraph 2 (“*Publication of 2019 Annual Results*”) of this Supplementary Prospectus), will be made available to the public in accordance with Prospectus Regulation Rule 3.2.1 by the same being made available, free of charge, at www.thephoenixgroup.com.

This Supplementary Prospectus has been approved by the FCA, as competent authority under the Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Supplementary Prospectus or an endorsement of the quality of the securities that are the subject of this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the combined circular and prospectus published by the Company on 17 January 2020 in relation to the Acquisition and Admission (the “**Circular and Prospectus**”).

Capitalised terms used and not defined in this Supplementary Prospectus shall have the meaning given to such terms in the Circular and Prospectus.

The Company is not offering any Shares nor any other securities in connection with the Acquisition or Admission. This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, any Shares nor any other securities in any jurisdiction. The Shares will not be generally made available or marketed to the public in the UK or any other jurisdiction in connection with the Acquisition or Admission.



PHOENIX GROUP

Phoenix Group Holdings plc

(a company incorporated under the Companies Act 2006 and registered in England and Wales with registered number 11606773)

Supplementary Prospectus

Proposed acquisition of ReAssure Group plc

Admission of 277,277,138 new ordinary shares of 10 pence each to the premium listing segment of the Official List and to trading on the LSE’s main market for listed securities

Sponsor

HSBC

You should read this Supplementary Prospectus and the Circular and Prospectus (including any documents incorporated herein and therein by reference) as a whole carefully and in their entirety.

Save as disclosed in this Supplementary Prospectus, since the publication of the Circular and Prospectus, there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Circular and Prospectus.

HSBC Bank plc (“**HSBC**” and the “**Sponsor**”), which is authorised by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting exclusively for the Company and no one else in connection with the arrangements described in the Circular and the Prospectus and this Supplementary Prospectus and will not regard any other person (whether or not a recipient of this document) as a client in relation to the arrangements described in the Circular and Prospectus or this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the arrangements referred to in the Circular and Prospectus or this Supplementary Prospectus.

Neither HSBC nor any of its affiliates accepts any responsibility whatsoever or makes any representation or warranty, express or implied, for the contents of this Supplementary Prospectus, including its accuracy, completeness or verification, or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the arrangements described in the Circular and Prospectus and this Supplementary Prospectus, and nothing contained in the Circular and Prospectus or this Supplementary Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. HSBC and its affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of the Circular and Prospectus, this Supplementary Prospectus or any such statement.

The distribution of this Supplementary Prospectus into jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions. In particular, subject to certain exceptions, this Supplementary Prospectus, together with the documents incorporated into it by reference and any other such documents should not be distributed, forwarded to or transmitted into the Excluded Territories.

No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or by HSBC. The delivery of this Supplementary Prospectus shall not, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date of this Supplementary Prospectus or that the information in this Supplementary Prospectus is correct as at any time subsequent to its date.

The contents of this Supplementary Prospectus and any subsequent communication from the Company or HSBC or any of their respective affiliates, officers, directors, employees or agents are not to be construed as legal, financial or tax advice. Each prospective investor in the Company should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice. The contents of the websites of the Group and ReAssure do not form part of this Supplementary Prospectus.

The date of this Supplementary Prospectus is 10 March 2020.

SUPPLEMENTARY INFORMATION

This Supplementary Prospectus is supplemental to, and should be read in conjunction with the Circular and Prospectus. To the extent that there is any inconsistency between a statement in this Supplementary Prospectus and a statement contained in the Circular and Prospectus, the statement in this Supplementary Prospectus will prevail. This Supplementary Prospectus has been prepared in accordance with Article 23 of the Prospectus Regulation and the Prospectus Regulation Rules and approved for publication by the FCA.

1. BACKGROUND

Following the publication of the Circular and Prospectus on 17 January 2020, the Company announced its audited annual results for the year ended 31 December 2019 (the “**2019 Annual Results**”) on 9 March 2020.

The Company considers the publication of the 2019 Annual Results to be a significant new factor relating to the information contained in the Circular and Prospectus and, accordingly, this Supplementary Prospectus has been prepared in accordance with Article 23 of the Prospectus Regulation and PRR 3.4 of the Prospectus Regulation Rules.

Other than the 2019 Annual Results, there is no further information that is required to be disclosed in this Supplementary Prospectus pursuant to Article 23 of the Prospectus Regulation or PRR 3.4 of the Prospectus Regulation Rules.

2. PUBLICATION OF 2019 ANNUAL RESULTS

On 9 March 2020, the Company announced its 2019 Annual Results. The table below sets out the parts of the 2019 Annual Results that are incorporated by reference into, and form part of, this Supplementary Prospectus so as to provide certain information required pursuant to the Prospectus Regulation Rules and only the parts of the document identified in the table below are incorporated into, and form part of, this Supplementary Prospectus. The parts of the 2019 Annual Results which are not incorporated by reference are either not relevant for investors or are covered elsewhere in this Supplementary Prospectus. To the extent that any part of any information referred to below itself contains information which is incorporated by reference, such information shall not form part of this Supplementary Prospectus.

Reference document	Information incorporated by reference	Page number in reference document
2019 Annual Results of the Company		
	The discussion and analysis for the financial year ended 31 December 2019 contained in the “ <i>Business Review</i> ” section	38 - 47
	Independent Auditor’s review report	137 - 146
	Consolidated income statement	147
	Statement of comprehensive income	148
	Statement of consolidated financial position	149 – 150
	Statement of consolidated changes in equity	151 - 152
	Statement of consolidated cash flows	153
	Notes to the consolidated financial statements	154 - 243

3. UPDATES TO SUMMARY

As a result of the release of the 2019 Annual Results, the summary information which forms part of the Circular and Prospectus is hereby supplemented as follows:

What is the key financial information regarding the issuer?

On 9 March 2020, the Company published its audited annual results for the year ended 31 December 2019. The tables below set out the Company’s summary selected consolidated financial information as at and for the year ended 31 December 2019 and 2018. The data has been extracted without material adjustment from the Company’s audited historical financial statements.

Summary selected statement of consolidated income of the Group

	Year ended 31 December	
	2019	2018 (restated)
	(£ million) (audited)	
Net income	29,164	(6,730)
Total operating expenses.....	(28,651)	7,131
Finance costs	(162)	(142)
Profit/(loss) for the year before tax.....	351	259
Tax (charge)/credit attributable to policyholders' returns	(365)	211
Tax credit/(charge) attributable to owners.....	130	(60)
Tax (charge)/credit.....	(235)	151
Profit/(loss) for the year attributable to owners ..	116	410
Attributable to:		
Owners of the parent.....	85	379
Non-controlling interests.....	31	31
	116	410

The summary consolidated income statement for 2018 has been restated to reflect a presentational change made to ensure the consistency of accounting treatment for similar items across the Group's subsidiaries. As a result, the fair value movement of certain external fund link assets is now reported in change in insurance liabilities, where previously it was reported within net investment income. This has resulted in net investment income increasing by £143 million (disclosed within 'Net income' above) and the change in investment contract liabilities expense increasing by £143 million (disclosed within 'Total operating expenses' above). There is no impact on the profit for the year as a result of this change.

Summary selected consolidated statement of financial position of the Group

	As at 31 December	
	2019	2018
	(£ million) (audited)	
Total assets	242,677	229,980
Total liabilities.....	237,084	224,031
Equity attributable to owners of the parent.....	4,785	5,161
Non-controlling interests.....	314	294
RT1 Notes	494	494
Total equity	5,593	5,949

4. DIRECTOR AND PROPOSED DIRECTOR

On 11 February 2020, the Company confirmed that Andy Briggs, Chief Executive Officer Designate, was appointed to the Board on 10 February 2020. Andy Briggs becomes Chief Executive Officer of the Group from 10 March 2020.

On 9 March 2020, the Company announced that Jim McConville, the Group Finance Director and Group Director Scotland, will be standing down as a Director on 15 May 2020 following the Company's annual general meeting (the "2020 AGM"). He will be succeeded by Rakesh Thakrar, current Deputy Group Finance Director (the "Proposed Director"), subject to appropriate regulatory approvals and shareholder approval at the 2020 AGM.

5. RESPONSIBILITY

Phoenix, the Directors and the Proposed Director accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of Phoenix, the Directors and the Proposed Director the information contained in this document is in accordance with the facts and makes no omission likely to affect its import.

6. DOCUMENTS AVAILABLE FOR INSPECTION

In addition to those documents set out in paragraph 22 (“*Documents available for inspection*”) of Part XV (“*Additional Information*”) of the Circular and Prospectus, copies of the following documents will be published on the Company’s website at www.thephoenixgroup.com for a period of 12 months from the date of this document:

- (i) the 2019 Annual Results; and
- (ii) this Supplementary Prospectus.

Dated: 10 March 2020