

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
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000001

SG328

Form of Proxy - Annual General Meeting of Phoenix Group Holdings plc to be held on 14 May 2024



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

Control Number: 918897

SRN: C1234567890

PIN: 1234

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions.

View the Annual Report and Notice of Annual General Meeting online: www.thephoenixgroup.com/investors/shareholder-meetings/

Register at www.investorcentre.co.uk - elect for ecommunications & manage your holding with ease!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10 May 2024 at 10am.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44(0)370 702 0181 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44(0)370 702 0181 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Phoenix Group Holdings plc to be held at **Floor 22, Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR** on **Tuesday 14 May 2024 at 10am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions

	For	Against	Vote Withheld		For	Against	Vote Withheld
1. To receive and consider the Annual Report and Accounts for the financial year ended 31 December 2023.	☐	☐	☐	13. To elect David Scott as a Director of the Company.	☐	☐	☐
2. To receive and approve the Directors' Remuneration report.	☐	☐	☐	14. To re-elect Maggie Semple as a Director of the Company.	☐	☐	☐
3. To declare and approve a Final dividend of 26.65 pence per ordinary share.	☐	☐	☐	15. To re-elect Nicholas Shott as a Director of the Company.	☐	☐	☐
4. To re-elect Andy Briggs as a Director of the Company.	☐	☐	☐	16. To re-elect Rakesh Thakrar as a Director of the Company.	☐	☐	☐
5. To elect Eleanor Bucks as a Director of the Company.	☐	☐	☐	17. To appoint KPMG LLP as the Company's Auditor until the conclusion of the next general meeting of the Company at which accounts are laid.	☐	☐	☐
6. To re-elect Karen Green as a Director of the Company.	☐	☐	☐	18. To authorise the Directors to agree the Auditor's remuneration.	☐	☐	☐
7. To re-elect Mark Gregory as a Director of the Company.	☐	☐	☐	19. To authorise the Company and its subsidiaries to make political donations and to incur political expenditure.	☐	☐	☐
8. To re-elect Hiroyuki Iioka as a Director of the Company.	☐	☐	☐	20. To authorise the Directors to allot shares.	☐	☐	☐
9. To elect Nicholas Lyons as a Director of the Company.	☐	☐	☐	Special Resolutions			
10. To re-elect Katie Murray as a Director of the Company.	☐	☐	☐	21. To authorise the Directors to disapply pre-emption rights.	☐	☐	☐
11. To re-elect John Pollock as a Director of the Company.	☐	☐	☐	22. To authorise the Directors to disapply pre-emption rights for an acquisition or other capital investment.	☐	☐	☐
12. To re-elect Belinda Richards as a Director of the Company.	☐	☐	☐	23. To authorise the Company to make market purchases of its own shares.	☐	☐	☐
				24. To authorise a 14 day notice period for general meetings.	☐	☐	☐

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).