

Result of AGM

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Resolution Limited

16 May 2013

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RESULTS OF ANNUAL GENERAL MEETING HELD ON 16 MAY 2013

Resolution Limited's Annual General Meeting was held at 11.00am on 16 May 2013. At the meeting, all resolutions proposed in the 2013 Notice of Meeting were duly passed on a poll, save for resolution 10, which was withdrawn with the consent of the meeting. The total number of ordinary shares of no par value in issue as at 16 May 2013 was 1,418,109,028. The total number of votes received for each resolution is as follows:

	RESOLUTION	VOTES FOR*	%	VOTES AGAINST	%	TOTAL VOTES CAST	% OF ISSUED SHARE CAPITAL	VOTES WITHHELD**
1	Receipt of financial statements 2012	1,028,714,627	99.79	2,186,578	0.21	1,030,901,205	72.70	13,861,856
2	Approval of Directors' Remuneration Report 2012	932,618,710	89.53	109,016,919	10.47	1,041,635,629	73.45	3,125,882
3	Re-appointment of Ernst & Young LLP as auditors	1,028,903,135	99.81	1,977,422	0.19	1,030,880,557	72.69	13,882,743
4	Authority to set auditors' remuneration	1,043,138,226	99.85	1,539,662	0.15	1,044,677,888	73.67	84,155
5	Election of David Allvey as Director	1,029,433,837	99.84	1,695,934	0.16	1,031,129,771	72.71	13,633,725
6	Election of Andy Briggs as Director	1,043,191,439	99.86	1,439,845	0.14	1,044,631,284	73.66	131,317
7	Re-election of Mel Carvill as Director	1,043,006,007	99.84	1,637,205	0.16	1,044,643,212	73.66	119,955
8	Election of Clive Cowdery as Director	1,034,946,729	99.07	9,679,003	0.93	1,044,625,732	73.66	131,189
9	Election of Peter Gibbs as Director	1,043,198,109	99.86	1,425,885	0.14	1,044,623,994	73.66	139,046
10	Re-election of Phil Hodgkinson as Director	WITHDRAWN						
11	Election of Nick Lyons as Director	1,043,144,977	99.86	1,482,241	0.14	1,044,627,218	73.66	135,110
12	Election of Robin Phipps as Director	1,043,214,476	99.86	1,418,137	0.14	1,044,632,613	73.66	129,770
13	Election of Belinda Richards as Director	1,043,163,171	99.86	1,470,690	0.14	1,044,633,861	73.66	129,248
14	Election of Karl Sternberg as Director	1,043,160,507	99.86	1,454,888	0.14	1,044,615,395	73.66	148,203

15	Election of John Tiner as Director	1,038,297,731	99.40	6,315,228	0.60	1,044,612,959	73.66	149,405
16	Election of Tim Tookey as Director	1,043,125,893	99.86	1,480,931	0.14	1,044,606,824	73.66	156,343
17	Re-election of Tim Wade as Director	1,043,184,400	99.86	1,451,814	0.14	1,044,636,214	73.66	127,409
18	Election of Sir Malcolm Williamson as Director	1,027,307,963	98.34	17,305,265	1.66	1,044,613,228	73.66	149,631
19	Declaration of final dividend	1,040,904,684	99.75	2,604,697	0.25	1,043,509,381	73.58	1,251,916
20	Authority to allot shares	1,025,714,905	98.19	18,950,514	1.81	1,044,665,419	73.67	93,680
21	Amendment of rules of the Friends Life Group plc Deferred Share Award Plan 2010	1,025,400,236	99.75	2,539,044	0.25	1,027,939,280	72.49	16,823,805
22	Authority to establish future share plans outside the UK based on the above Deferred Share Award Plan	1,025,472,398	99.74	2,683,814	0.26	1,028,156,212	72.50	16,607,045
23	Amendment of rules of the Friends Life Group plc Long Term Incentive Plan	911,614,212	89.74	104,197,865	10.26	1,015,812,077	71.63	28,950,893
24	Approval of the Resolution Limited Sharesave Plan 2013	1,041,284,495	99.68	3,302,744	0.32	1,044,587,239	73.66	175,998
25	Authority to establish future share plans outside the UK based on the Resolution Limited Sharesave Plan	1,043,639,742	99.91	926,418	0.09	1,044,566,160	73.66	193,349
26	Dis-application of pre-emption rights***	1,041,514,270	99.78	2,343,716	0.22	1,043,857,986	73.61	903,480
27	Authority to make market acquisitions of ordinary shares***	1,044,452,371	99.98	214,578	0.02	1,044,666,949	73.67	93,457
28	Amendment of the Articles of Incorporation***	1,044,389,075	99.98	199,027	0.02	1,044,588,102	73.66	174,207

Notes:

- (1) * The 'For' vote includes discretionary votes received.
- (2) ** A vote 'Withheld' is not a vote in law and is not counted towards the proportion of votes 'For' or 'Against' a resolution.
- (3) *** Indicates a special resolution.
- (4) In accordance with Listing Rule 9.6.2, a copy of the resolutions passed, other than resolutions concerning ordinary business, will shortly be submitted to the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do.

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Resolution Limited

Resolution Limited is a Guernsey incorporated company with a premium listing in the UK and shares traded on the main market of the London Stock Exchange.

Resolution is a life insurance business which provides a range of pension, investment and insurance products and services through its trading name, Friends Life. Operating in eight countries around the world, Resolution manages funds of over £114 billion on behalf of its customers. In the year ended 31 December 2012, Resolution reported operating profit before tax of £382m (on an MCEV basis).

For more information visit www.resolution.gg

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