

EGM voting results and Director declaration

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Resolution Limited
20 March 2013

RESOLUTION LIMITED (the "Company")

RESULT OF GENERAL MEETING

The Company announces that at the General Meeting held today, the Special Resolution proposed in the Notice of General Meeting was duly passed by means of a poll vote.

Special Resolution	For		Against		Withheld
	No. of shares	% of votes cast	No. of shares	% of votes cast	No. of shares
That the Articles of Incorporation produced to the meeting, and initialled by the chairman of the meeting for the purpose of identification, be adopted as the new Articles of Incorporation of the Company in substitution for, and to the exclusion of, the existing Articles of Incorporation.	828,688,400	81.11	193,021,796	18.89	34,127,330

The Company notes the proportion of the vote cast against the resolution and the number of votes withheld. Prior to the General Meeting a number of shareholders expressed concerns about the proposed reduction in the notice period for general meetings. The Company would like to reassure shareholders of its intention to comply with the highest standards of UK corporate governance. The Company will propose changes to the relevant provision in the Company's articles of incorporation at the Company's AGM to address shareholder concerns. Further details of this proposal will be included in the notice of AGM, which is expected to be sent to shareholders on or around 12 April 2013.

As a result of the passing of the Special Resolution, as referred to in the Circular published by the Company on 20 February 2013, the proposed composition of the Company's board of directors as announced on 19 October and 10 December 2012 will take effect from 28 March 2013.

In accordance with paragraph 9.6.13(1) of the Listing Rules, the directors joining the Board on 28 March 2013 have advised the Company of the following:

- David Allvey is Chairman of Costain Group plc and was Senior Independent Director of Intertek Group plc between 9 May 2002 and 31 December 2011 and of William Hill PLC between 22 May 2002 and 12 May 2011 and a director of Thomas Cook Group plc between 28 March 2007 and 9 February 2012
- Clive Cowdery was a director of the The British Land Company PLC between 10 May 2007 and 17 March 2011
- Peter Gibbs is a director of Impax Asset Management Group Plc and Intermediate Capital Group plc, and was a director of The Evolution Group plc (now part of Investec) between 1 October 2007 and 22 December 2011
- Nick Lyons is a director of Catlin Group Limited, and was a director of Quayle Munro Holdings plc between 3 March 2010 and 14 November 2012
- Robin Phipps is a director of IFG Group plc
- Belinda Richards is a director of Grainger plc
- Karl Sternberg is a director of Lowland Investment Company plc
- Tim Tookey was a director of Lloyds Banking Group plc between 30 October 2008 and 24 February 2012
- Sir Malcolm Williamson was Chairman of Signet Jewelers Limited between 2 September 2008 to 15 June 2012 and a director of G4S PLC between 19 May 2004 and 30 May 2008

In accordance with paragraphs 9.6.13(2) to (6) of the Listing Rules, the above directors have advised that they have no details to disclose. In addition, Andy Briggs and John Tiner who are also joining the Board, have confirmed that they have no details to disclose under paragraphs 9.6.13 (1) to (6) of the Listing Rules.

NOTES:

- 1 The 'For' votes include those giving the Chairman discretion.
- 2 Votes 'Withheld' are not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
- 3 **The total number of proxy votes cast was 1,021,710,196 representing 72.05% of voting capital as at 18 March 2013. At the close of business on 18 March 2013, the issued share capital of the Company was 1,418,109,028 ordinary shares (no shares are held in Treasury).**
- 4 In accordance with Listing Rule 9.6.3(1) a copy of the resolution will shortly be submitted to the National Storage Mechanism and will also be available for inspection at <http://www.hemscott.com/nsm.do>.

Enquiries:

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20 March 2013

The Company Secretary
Northern Trust International Fund Administration Services (Guernsey) Limited
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Resolution Limited

The Company's ordinary shares were admitted to the Official List and to trading on the main market of the London Stock Exchange in December 2008. The Company transferred to a Premium Listing as it completed its first acquisition, Friends Provident Group plc, on 4 November 2009 and is subject to those provisions of the Listing Rules that apply to overseas companies with a Premium Listing. The Company completed its second acquisition, the majority of the AXA UK life business, on 15 September 2010. On 31 January 2011, the Company completed its third acquisition, the shares and business of Bupa Health Assurance Limited.

A copy of this announcement is available, subject to certain restrictions relating to persons resident in restricted jurisdictions, for inspection on the Company's website at www.resolution.gg

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