

Resolution Limited

RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 MAY 2014

Resolution Limited's Annual General Meeting was held at 11.00am on 8 May 2014. At the meeting, all resolutions proposed in the 2014 Notice of Meeting were duly passed on a poll. The total number of ordinary shares of no par value in issue as at 8 May 2014 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 2013	1,084,420,423	99.82	1,977,081	0.18	1,086,397,504	76.61%	1,888,743
2	Approval of Directors' Remuneration Report 2013	1,062,894,134	98.08	20,847,311	1.92	1,083,741,445	76.42%	4,545,412
3	Approval of Directors' Remuneration Policy 2013	1,049,780,614	96.89	33,654,159	3.11	1,083,434,773	76.40%	4,853,268
4	Declaration of final dividend	1,084,119,014	99.78	2,369,718	0.22	1,086,488,732	76.62%	1,799,446
5	Re-appointment of Ernst & Young LLP as auditors	1,073,691,369	99.84	1,740,590	0.16	1,075,431,959	75.84%	12,855,436
6	Authority to determine auditors' remuneration	1,086,009,911	99.96	403,601	0.04	1,086,413,512	76.61%	1,872,930
7	Re-election of David Allvey as Director	1,085,757,845	99.95	597,056	0.05	1,086,354,901	76.61%	1,931,855
8	Re-election of Andy Briggs as Director	1,056,419,600	97.24	29,932,540	2.76	1,086,352,140	76.61%	1,935,962
9	Re-election of Mel Carvill as Director	1,085,721,674	99.94	612,648	0.06	1,086,334,322	76.60%	1,953,067
10	Re-election of Peter Gibbs as Director	1,085,967,940	99.97	360,977	0.03	1,086,328,917	76.60%	1,958,897

	RESOLUTION	VOTES FOR*	%	VOTES AGAINST	%	TOTAL VOTES CAST	% OF ISSUED SHARE CAPITAL	VOTES WITHHELD**
11	Election of Marian Glen as Director	1,086,032,957	99.97	291,402	0.03	1,086,324,359	76.60%	1,955,095
12	Re-election of Nick Lyons as Director	1,085,558,519	99.93	786,391	0.07	1,086,344,910	76.61%	1,942,478
13	Election of Roger Perkin as Director	1,085,965,074	99.97	348,352	0.03	1,086,313,426	76.60%	1,975,070
14	Re-election of Robin Phipps as Director	1,086,019,146	99.97	314,179	0.03	1,086,333,325	76.60%	1,953,885
15	Re-election of Belinda Richards as Director	1,086,028,287	99.97	301,323	0.03	1,086,329,610	76.60%	1,957,457
16	Re-election of Karl Sternberg as Director	1,085,709,308	99.94	618,806	0.06	1,086,328,114	76.60%	1,959,885
17	Re-election of Tim Tookey as Director	1,086,071,871	99.98	263,169	0.02	1,086,335,040	76.60%	1,954,037
18	Re-election of Tim Wade as Director	1,086,012,745	99.97	319,058	0.03	1,086,331,803	76.60%	1,954,887
19	Re-election of Sir Malcolm Williamson as Director	1,072,925,312	98.76	13,439,638	1.24	1,086,364,950	76.61%	1,923,645
20	Authority to make political donations	1,070,727,553	98.59	15,275,640	1.41	1,086,003,193	76.58%	2,269,540
21	Authority to allot shares	1,062,129,149	97.77	24,241,538	2.23	1,086,370,687	76.61%	1,917,634
22	Authority to establish the Resolution Limited Performance Share Plan, and to establish similar share plans outside the UK	1,016,729,589	96.24	39,753,962	3.76	1,056,483,551	74.50%	31,803,674

	RESOLUTION	VOTES FOR*	%	VOTES AGAINST	%	TOTAL VOTES CAST	% OF ISSUED SHARE CAPITAL	VOTES WITHHELD**
23	Change of Company name from Resolution Limited to Friends Life Group Limited***	1,086,149,849	99.97	294,274	0.03	1,086,444,123	76.61%	1,842,745
24	Dis-application of pre-emption rights***	1,083,885,844	99.79	2,316,640	0.21	1,086,202,484	76.60%	2,085,298
25	Authority to make market acquisitions of ordinary shares***	1,086,213,804	99.98	218,765	0.02	1,086,432,569	76.61%	1,847,907

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.