

# MWB Group Holdings Plc

(the 'Company')

## Results of Annual General Meeting held on 18 June 2009

The Company is pleased to announce the results of its Annual General Meeting held earlier today. Full details of the resolutions are set out on pages 141 and 142 of the Financial Statements of the Company for the year ended 31 December 2008, which are available from the Company and from [http://www.mwb.co.uk/mwb/reports/MWB\\_AR08/](http://www.mwb.co.uk/mwb/reports/MWB_AR08/)

The meeting was called to consider, and if thought fit approve, routine matters relating to the reappointment of Directors and Auditors, the grant of normal share issue authorities to the Company, adoption of amended Articles of Association to reflect provisions of the Companies Act 2006, an increase in the Borrowing Authority of the Company and approval of matters relating to a Group Pension Scheme.

Unless otherwise defined in this announcement, definitions on pages 135 to 137 of the Financial Statements of the Company for the year ended 31 December 2008 have the same meanings in this announcement.

At 18 June 2009, the Company has 72,371,482 Units in issue, where each Unit comprises one Ordinary Share and 20 B Shares. Each Ordinary Share is entitled to one vote at General Meetings of the Company; the B Shares have no voting rights.

Where appropriate, the authorities and conditions which attach to the resolutions referred to below are all within the guidelines laid down by the Investment Committees of the Insurance and Pension Management Industries and by the UK Listing Authority.

In accordance with the Company's Articles of Association, the resolutions were voted on at the Annual General Meeting on a show of hands. 124 Shareholders were present in person or by proxy at the Meeting and all resolutions proposed were unanimously approved.

If a poll had been conducted on each resolution, the ordinary shares voted and the percentages of the shares voted, would have been as follows:

	<b>For</b>	<b>Against</b>	<b>Withheld/ Abstain</b>
1. To adopt the 2008 financial statements and associated reports of the Company	34,776,825	143,610	121,135
Percentage of voting	99.59	0.41	
2. To adopt the 2008 Report on Remuneration of Directors of MWB	34,687,643	233,509	120,418
Percentage of voting	99.33	0.67	

3. To elect Eric Sanderson as a director of MWB	34,959,686	700	81,184
Percentage of voting	99.99	0.01	
4. To elect Richard Balfour-Lynn as a director of MWB	35,031,832	4,638	5,100
Percentage of voting	99.99	0.01	
5. To elect Andrew Blurton as a director of MWB	35,031,832	4,638	5,100
Percentage of voting	99.99	0.01	
6. To elect Jagtar Singh as a director of MWB	35,027,739	8,031	5,800
Percentage of voting	99.98	0.02	
7. To elect Michael Bibring as a director of MWB	35,031,132	5,338	5,100
Percentage of voting	99.99	0.01	
8. To elect Robert Burrow as a director of MWB	35,036,470	-	5,100
Percentage of voting	100.00	-	
9. To elect David Marshall as a director of MWB	34,162,123	280,883	598,564
Percentage of voting	99.12	0.82	
10. To re-appoint KPMG Audit Plc as auditors of the Company and to authorise the Directors to agree their remuneration	35,010,771	26,638	4,161
Percentage of voting	99.93	0.07	
11. To grant authority to the Directors to allot equity securities of the Company in accordance with Section 80 of the Companies Act	35,034,392	4,386	2,792
Percentage of voting	99.99	0.01	
12. To grant authority to the Directors to allot equity securities of the Company for cash in limited circumstances in accordance with Section 95 of the Companies Act	35,033,017	4,475	4,078
Percentage of voting	99.99	0.01	
13. To adopt new Articles of Association to reflect the Companies Act 2006	35,038,870	700	2,000
Percentage of voting	99.99	0.01	
14. To increase the Company's authorised level of Borrowings	34,813,991	113,661	113,918
Percentage of voting	99.67	0.33	

15. To approve 2006 Companies Act provisions relating to Liberty Pension Scheme	35,027,625	6,945	7,000
Percentage of voting	99.98	0.02	

A copy of the resolutions passed at the Annual General Meeting held today will be submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's document viewing facility, which is situated at Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS.

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18 June 2009