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**Great-West Lifeco announces offering of Series T Preferred Shares**

*Winnipeg, Manitoba, May 9, 2017.* . . Great-West Lifeco Inc. (“Lifeco” or the “Company”) announced today that it has entered into an agreement with a syndicate of underwriters co-led by BMO Capital Markets, CIBC Capital Markets, Scotiabank, and TD Securities Inc. pursuant to which the underwriters have agreed to purchase, on a bought deal basis, 6,000,000 Non-Cumulative First Preferred Shares, Series T (the “Series T Shares”) from Lifeco for sale to the public at a price of \$25.00 per Series T Share, representing aggregate gross proceeds of \$150 million.

Lifeco has granted the underwriters an underwriters’ option to purchase an additional 2,000,000 Series T Shares at the same offering price. Should the underwriters’ option be fully exercised, the total gross proceeds of the Series T Shares offering will be \$200 million.

The Series T Shares will yield 5.15% per annum, payable quarterly, as and when declared by the Board of Directors of the Company. The Series T Shares will not be redeemable prior to June 30, 2022. On and after June 30, 2022, Lifeco may, on not less than 30 nor more than 60 days’ notice, redeem for cash the Series T Shares in whole or in part, at the Company’s option, at \$26.00 per share if redeemed on or after June 30, 2022 and prior to June 30, 2023; \$25.75 per share if redeemed on or after June 30, 2023 and prior to June 30, 2024; \$25.50 per share if redeemed on or after June 30, 2024 and prior to June 30, 2025; \$25.25 per share if redeemed on or after June 30, 2025 and prior to June 30, 2026; and \$25.00 per share if redeemed on or after June 30, 2026, in each case together with all declared and unpaid dividends up to but excluding the date of redemption.

The Series T Share offering is expected to close on May 18, 2017. The net proceeds will be used for general corporate purposes and to augment Lifeco’s current liquidity position.

The Series T Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Series T Shares in any State in which such offer, solicitation or sale would be unlawful.

**Great-West Lifeco**

Great-West Lifeco Inc. (TSX:GWO) is an international financial services holding company with interests in life insurance, health insurance, retirement and investment services, asset management and reinsurance businesses. Lifeco has operations in Canada, the United States, Europe and Asia through Great-West Life, London Life, Canada Life, Irish Life Group Limited, Great-West Financial and Putnam Investments. Lifeco and its companies have approximately \$1.3 trillion in consolidated assets under administration as at March 31, 2017 and are members of the Power Financial Corporation group of companies. Great-West Lifeco trades on the Toronto Stock Exchange (TSX) under the ticker symbol GWO. To learn more, visit [www.greatwestlifeco.com](http://www.greatwestlifeco.com).

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**Cautionary note regarding Forward-Looking Information**

This release may contain forward-looking statements. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" and other similar expressions or negative versions thereof. These statements may include, without limitation, statements about the Company's operations, business, financial condition, expected financial performance (including revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future actions by the Company, including statements made with respect to the expected benefits of acquisitions and divestitures. Forward-looking statements are based on expectations, forecasts, predictions, projections and conclusions about future events that were current at the time of the statements and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the financial services industry generally, including the insurance and mutual fund industries. They are not guarantees of future performance, and the reader is cautioned that actual events and results could differ materially from those expressed or implied by forward-looking statements. Material factors and assumptions that were applied in formulating the forward-looking information contained herein include the assumption that the business and economic conditions affecting the Company's operations will continue substantially in their current state, including, without limitation, with respect to customer behaviour, the Company's reputation, market prices for products provided, sales levels, premium income, fee income, expense levels, mortality experience, morbidity experience, policy lapse rates, reinsurance arrangements, liquidity requirements, capital requirements, credit ratings, taxes, inflation, interest and foreign exchange rates, investment values, hedging activities, global equity and capital markets, business competition and other general economic, political and market factors in North America and internationally. Many of these assumptions are based on factors and events that are not within the control of the Company and there is no assurance that they will prove to be correct. Other important factors and assumptions that could cause actual results to differ materially from those contained in forward-looking statements include customer responses to new products, impairments of goodwill and other intangible assets, the Company's ability to execute strategic plans and changes to strategic plans, technological changes, breaches or failure of information systems and security (including cyber attacks), payments required under investment products, changes in local and international laws and regulations, changes in accounting policies and the effect of applying future accounting policy changes, unexpected judicial or regulatory proceedings, catastrophic events, continuity and availability of personnel and third party service providers, the Company's ability to complete strategic transactions and integrate acquisitions and unplanned material changes to the Company's facilities, customer and employee relations or credit arrangements. The reader is cautioned that the foregoing list of assumptions and factors is not exhaustive, and there may be other factors listed in other filings with securities regulators, including factors set out in the Company's 2016 Annual MD&A under "Risk Management and Control Practices" and "Summary of Critical Accounting Estimates", which, along with other filings, is available for review at [www.sedar.com](http://www.sedar.com). The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not to place undue reliance on forward-looking statements. Other than as specifically required by applicable law, the Company does not intend to update any forward-looking statements whether as a result of new information, future events or otherwise.

**Cautionary note regarding Non-IFRS Financial Measures**

This release contains some non-IFRS financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, "operating earnings", "constant currency basis", "premiums and deposits", "sales", "assets under management", "assets under administration" and other similar expressions. Non-IFRS financial measures are used to provide management and investors with additional measures of performance to help assess results where no comparable IFRS measure exists. However, non-IFRS financial measures do not have standard meanings prescribed by IFRS and are not directly comparable to similar measures used by other companies. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS.

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