

AGM

Legal & General Group Plc
Notice of Annual General Meeting

INVESTING

for the **LONG TERM**

11am on Thursday 26 May 2016 at
The Honourable Artillery Company,
Armoury House, City Road,
London EC1Y 2BQ.

THIS DOCUMENT IS IMPORTANT
AND REQUIRES YOUR IMMEDIATE
ATTENTION.

AS TO THE ACTION YOU SHOULD
TAKE, YOU SHOULD CONSULT YOUR
STOCKBROKER, BANK MANAGER,
SOLICITOR, ACCOUNTANT OR OTHER
PROFESSIONAL INDEPENDENT
ADVISER AUTHORISED PURSUANT
TO THE FINANCIAL SERVICES AND
MARKETS ACT 2000.

IF YOU HAVE RECENTLY SOLD
OR TRANSFERRED ALL OF YOUR
ORDINARY SHARES PLEASE PASS
THIS DOCUMENT, TOGETHER WITH
ALL ACCOMPANYING DOCUMENTS,
TO THE PURCHASER OR TRANSFEREE
OR TO THE PERSON THROUGH
WHOM THE SALE OR TRANSFER WAS
EFFECTED FOR TRANSMISSION TO THE
PURCHASER OR TRANSFEREE.

KEY PERFORMANCE INDICATORS

Operating profit

£1,455m

(2014: £1,275m)

Earnings per share (EPS)

18.58p*

(2014: 16.70p)

* Excluding the £25m loss arising on M&A. The unadjusted earnings per share is 18.16p

Net cash generation

£1,256m

(2014: £1,104m)

Full year dividend

13.40p

(2014: 11.25p)

IFRS profit before tax*

£1,355m

(2014: £1,238m)

* IFRS profit before tax attributable to equity holders

Total Shareholder return (TSR)

114%

(2014: 184%)

Over the three-year period ended 31 December 2015

Return on equity*

17.7%

(2014: 16.9%)

* Represents adjusted return on equity excluding a £25m loss arising on M&A. Unadjusted is 17.3%

Worldwide employee engagement index*

64%

(2014: 78%)

* Comprises the UK and the US only

OTHER INDICATORS OF FINANCIAL STRENGTH

Solvency II capital surplus

£5.5bn

Figures are pre-accrual of proposed final dividend

* Proforma basis as at 31.12.15

Solvency II capital coverage ratio

169%

* Proforma basis as at 31.12.15

Standard & Poor's financial strength

AA-

(2014: AA-)

Standard & Poor's financial strength rating for Legal & General Assurance Society Limited

OUR BUSINESS STRUCTURE

Asset gathering businesses

Legal & General Investment Management (LGIM)

We manage investments on behalf of institutional and retail customers, with a growing international focus. Responsible for managing our workplace pensions business.

Legal & General Capital (LGC)

We aim to increase the risk adjusted returns on the group's principal balance sheet, while helping to build the group's franchise. Our focus is on making direct investments in urban regeneration, housing, clean energy and alternative finance.

Legal & General Retirement (LGR)

We help defined benefit (DB) pension schemes to manage liabilities with insurance solutions. We enable individual customers to manage their income in retirement, including boosting income by freeing up equity in their homes.

£746bn

in assets under management

£0.9bn

in direct investments

£43.4bn

in annuity assets

Managing risk businesses

Insurance

Our Insurance business covers just under two million people in group protection schemes, over four million individual protection customers and 1.4 million general insurance customers. We also help people find suitable mortgage products, distributing £46bn of mortgages in 2015.

£2.0bn

in gross written premiums

Legal & General America (LGA)

We're a top six US protection provider with over one million customers and are now also working closely with Legal & General Retirement (LGR) to provide derisking solutions for US defined benefit (DB) pension schemes.

\$1.2bn

in gross written premiums

Savings

Savings

Our strategy is to offer digital investment platforms to help people take control of their personal savings. Our Cofunds platform is the UK's biggest, with £77 billion in assets.

£77bn

in platform assets

Our contribution to society makes us special

Having announced his decision to step down as Chairman and a Board member, John Stewart talks about his role and what it personally means to him.

When I became Chairman in March 2010, we had just been through one of the deepest recessions on record. At that time I mentioned our strong balance sheet, brand and customer focus, which all contributed to our capacity to generate cash. These strengths are unchanged and have held us in good stead, helping us give shareholders a return of nearly 400% on their investments from March 2010 until the end of 2015.

Our special culture

What's given me the greatest pleasure is to see how we've helped people in wider society. We have the responsibility of managing £746 billion in assets and are the UK's largest manager of pension funds. But we go further than helping people achieve financial security in good times and bad. Our investments have been regenerating our cities. Our community programmes are designed to reach out to the neediest in our communities. I'm really proud of the work of our employees right across the world in helping their local communities and changing people's lives.

Our performance

2015 was a volatile year for global markets. Despite this turbulence, we increased operating profit by 14% to £1,455 million (2014: £1,275 million), with adjusted earnings per share now 18.58p (2014: 16.70p). I'm pleased we now have more clarity on Solvency II, having gained approval for our internal model. With this clarity now achieved, we have agreed a new dividend policy which is set out on page 32 of the annual report.

Your Board is recommending a dividend of 13.40p for 2015, 19% higher than 2014, including a final dividend of 9.95p (2014: 8.35p).

Recent Board changes

You can read about all recent Board changes on page 54 of the annual report. During 2015, John Pollock and Lindsay Tomlinson retired from the Board. At the 2016 AGM, Julia Wilson will succeed Rudy Markham as senior independent director and Olaf Swantee will stand down from the Board. Rudy Markham will stay on as a non-executive director until the 2017 AGM. Stuart Popham has indicated his intention to step down from the Board prior to the 2017 AGM. The Company has commenced a search for new independent non-executive directors including a Chair of the Audit Committee. Mark Gregory intends to retire from the company in January 2017. I would like to thank all directors for their contribution.

World class leadership

I would like to take this opportunity to thank our fantastic employees and our management team for making Legal & General such a successful UK company. The last six years has seen great change in our business and I've always been impressed by the hard work, professionalism and skills shown by our employees.

A positive future for all

The strategy which has given us so much success remains unchanged. We've benefitted by taking advantage of the opportunities offered by long-term global macro trends. The Board are confident that our financial strength, ambition and our talented leadership team will enable us to succeed and grow in future years. However, economic, political and regulatory uncertainty will continue to remain. I'm looking forward to my last AGM in May and hope to see as many of you as possible there.

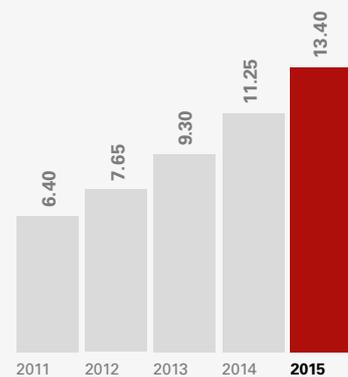


John Stewart
Chairman



Full year dividend

Five year progress (pence)



Final dividend

9.95p

To be paid on 9 June 2016 (2014: 8.35p). Our dividend policy is described on page 32 of the annual report.

Annual general meeting 2016

11am on 26 May 2016,
at the Honourable Artillery Company,
Armoury House, City Road,
London EC1Y 2BQ

Nigel Wilson, our group chief executive officer, talks about how the company has managed to deliver success and remain resilient in such a tough environment. He discusses the need to change attitudes on investing in UK businesses, rebuilding our infrastructure and making lives better through reforming welfare and pensions.

Q Nigel, should your shareholders be pleased with what you've achieved in 2015?

A Our strategy meant we were able to grow our business. We have maintained our market-leading positions in life insurance, pensions investment management and liability driven investment (LDI). Once again we increased earnings and assets and delivered a total shareholder return of 114% in the three years to the end of 2015. Our success and capital strength means we can recommend an increased dividend for shareholders.

Q How difficult has it been to cope with the disruption you've seen in the insurance industry in 2015?

A We have a clear strategy, with the diversity and scale to expand organically. We have grown in core markets in the UK and overseas and have selectively entered new markets including lifetime mortgages, US pension risk transfer and investment management in Asia. We have left those markets which are no longer core to our future growth.

Q Have you been a winner or loser from recent government changes in pensions? And what further changes would you like to see?

A We support UK government policy to give people greater control of managing their own retirement finances. There's a long way to go and people are just starting out to build real independence and security in retirement. We are clear market leaders in pensions investment management and have almost a 30% share of the auto-enrolment market. We have reshaped our individual retirement business, adapting our existing products and giving customers greater access to housing equity through lifetime mortgages. In 2014, the estimated amount of housing equity available to over 65s was £1.4 trillion.



Nigel Wilson, on site in our Bracknell urban regeneration development, where we're rebuilding Bracknell town centre, constructing 1,000 new homes.

Q How important is building a strategy with digital at the heart?

A We know that more and more people prefer using digital channels. We are determined to become digital market leaders. Our customers rightly expect the lowest charges possible and the freedom to take control of their own finances at a time that suits them.

Only the companies that can deliver digitally will thrive. We intend to be a digital winner and have set up online facilities for auto-enrolment, attracting businesses with strong digital capabilities such as Tesco and the John Lewis Partnership. Our investment platforms and individual retirement products benefit from digital. We have won investment mandates in Asia in some areas where we have no people on the ground.

Q You've said that the UK suffers from under investment. In what areas would you like to see more money invested?

A Institutions are awash with capital. It's time to move away from a fixation on interest rates (little 'i') to the big 'I' of more investment. We should invest in jobs by encouraging new businesses and improve productivity by investing in skills, training and digital capabilities. We want to end 'short termism' in business and have ourselves stopped quarterly reporting. Investment in infrastructure such as clean energy and housing will create employment and generate growth in areas which have missed out on the recovery.

Q How important is the UK to you compared to international markets?

A The UK is a fantastic place to invest in. Two key goals are to improve the supply of affordable and 'last time buyer' housing and to help stimulate greater investment in the economy, building increased customer resilience. Our success and considerable investment expertise in the UK enable us



We need constant, disruptive renewal. Companies that cannot modernise fall behind quickly."

Nigel Wilson, Daily Telegraph, 3 January 2016

to expand internationally in US DC and pension de-risking markets and Asian investment markets such as Taiwan, Korea and Japan.

Q What future risks do you worry about? Are there enough regulations in place to protect against those risks?

A The global economy gives cause for concern, with falling growth rates in emerging markets and turbulence in commodities adding to worries about the Eurozone's future. It doesn't help that the UK's role in Europe remains uncertain. However, we consider that a vote to leave would have little direct impact on trading, as our customer base is located very largely in the UK, the US and Asia. As a risk manager we seek to balance sheltering our customers and shareholders against risks, with the need to invest capital for future growth. The 2015 approval of our Solvency II internal model is a good example of successful collaboration with regulators and we want even closer links to ensure that business can play its fullest role in supporting UK Plc and the other markets we operate in.

FURTHER READING
www.legalandgeneralgroup.com/media-centre/nigels-blog

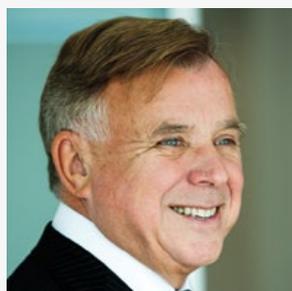
Direct investments made to end 2015

£7.0bn

(31.12.14: £5.7bn)



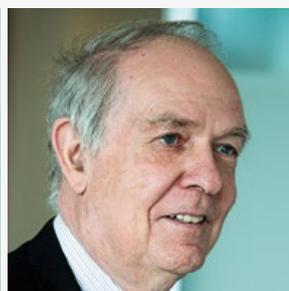
Board of Directors



John Stewart
Chairman



Nigel Wilson
Group chief executive



Rudy Markham
Vice chairman
and senior independent
non-executive director

John Stewart
Chairman

Skills and experience:

John was appointed Chairman of the company on 1 March 2010 and has extensive experience of financial services having been a member of the Court of the Bank of England until November 2015. He was previously Chairman of Guide Dogs for the Blind, a director of the Telstra Corporation, a member of the Australian Federal Attorney General's Business Government Advisory Group on National Security and a member of the Australian Prime Minister's Task Group on Emissions Trading. Other former roles include: chief executive of Woolwich (1996–2000), deputy CEO of Barclays (2000–2003) and chief executive of National Australia Bank (2004–2008).

External appointments:

- Southern Cross Stud LLP

Committee membership:

- Nominations Committee
 - Corporate Governance Committee
-

Nigel Wilson
Group chief executive

Skills and experience:

Nigel was appointed group chief executive in 2012 having joined as group chief financial officer in 2009.

Nigel was senior independent director (SID) of The Capita Group plc from 2009 until 2012, and was SID/chairman of Halfords Group Plc from 2006 until 2011.

Previous appointments include: McKinsey & Co, (where clients included BP, Citibank, Cadbury, Santander, Kingfisher, Courtaulds, Whitbread and Globe Investment Trust). Group commercial director of Dixons Group Plc; managing director of Stanhope Properties Plc; chief executive, Corporate, Guinness Peat Aviation (G.P.A.); and managing director, Viridian Capital. Nigel was also deputy chief executive and chief financial officer at UBM. Nigel was appointed to the Prime Minister's Business Advisory Group in 2015.

Qualifications include a PhD from the Massachusetts Institute of Technology where he was a Kennedy Scholar, and a recipient of the Alfred P Sloan research scholarship. He also worked at the National Bureau of Economic Research (NBER). Nigel has won numerous athletics championships including the 800m British Masters. He was also City AM "Business Personality of the Year" in 2014.

Rudy Markham
Vice chairman and senior independent
non-executive director

Skills and experience:

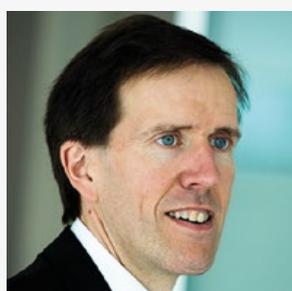
Rudy was appointed to the Board in October 2006. Rudy is a Fellow of the Chartered Institute of Management Accountants and the Association of Corporate Treasurers. He was awarded the CIMA Lifetime Contribution to Management Accounting Award in 2005. Former roles include: chief financial officer, director of strategy and technology and treasurer of Unilever Plc; chair and CEO of Unilever Japan; and chair of Unilever Australia.

External appointments:

- AstraZeneca Plc
- Corbion N.V. (supervisory board vice chairman)
- United Parcel Service Inc

Committee membership:

- Remuneration Committee (Chairman)
 - Nominations Committee
 - Risk Committee
 - Corporate Governance Committee
-



Mark Gregory
Chief financial officer



Mark Zinkula
Chief executive officer, LGIM



Carolyn Bradley
Independent
non-executive director

Nigel Wilson

Group chief executive

Skills and experience:

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Rudy Markham
Vice chairman and senior independent
non-executive director

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-



Richard Meddings
Independent
non-executive director



Stuart Popham
Independent
non-executive director



Julia Wilson
Independent
non-executive director

Rudy Markham

Vice chairman and senior independent
non-executive director

Skills and experience:

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 - Nominations Committee
 - Risk Committee
 - Corporate Governance Committee
-



Lizbeth Zlatkus
Independent
non-executive director



Geoffrey Timms
Group general counsel
and company secretary

Mark Gregory
Chief financial officer

Skills and experience:

Mark was appointed group chief financial officer on 1 July 2013. Mark was previously chief executive officer, Savings and joined the Board in January 2009. He joined Legal & General in 1998 and has held a variety of divisional finance director roles and served as group financial controller, communications and resources director, resources and international director and UK service operations director. From 2006, he was managing director, With-Profits. Prior to joining Legal & General, he worked in senior financial and business development roles at companies including Kingfisher Plc and ASDA. He is a qualified chartered accountant.

Mark Zinkula
Chief executive officer, LGIM

Skills and experience:

Mark was appointed to the Board in September 2012, having been appointed chief executive officer of Legal & General Investment Management in March 2011. Prior to that, he was CEO of Legal & General Investment Management America (LGIMA) since 2008 and played an integral part in the establishment and successful expansion of LGIMA. Prior to joining LGIMA, Mark was at Aegon Asset Management where he was global head of fixed income.

External appointments:

- The Investment Association (Board member)

Carolyn Bradley
Independent non-executive director

Skills and experience:

Carolyn was appointed to the Board in December 2014. Carolyn has a strong consumer focused background having worked at Tesco from 1986 until 2013. During this time, Carolyn held a range of senior positions in various roles including chief operating officer, Tesco.com, marketing director, UK and, most recently, as group brand director.

External appointments:

- Marston's PLC, non-executive director
- The Mentoring Foundation, non-executive director
- Trustee of Cancer Research UK

Committee membership:

- Nominations Committee
- Remuneration Committee

Richard Meddings
Independent non-executive director

Skills and experience:

Richard was appointed to the Board in December 2014. Richard is a qualified chartered accountant and has over 30 years of banking and financial services experience, most recently having spent 12 years on the board of Standard Chartered and almost eight years as finance director. Previously, Richard was group financial controller at Barclays and was also chief operating officer for the Wealth Management, Premium Retail and Life Assurance businesses. He has also served on the board of Woolwich as group finance director and as a non-executive director at 3i where he was the senior independent director and chair of the audit committee. Richard is also on the Board of Teach First, a charity committed to ending educational inequality.

External appointments:

- HM Treasury, non-executive director and chair of the audit committee
- Member of the Governing Council of the International Chamber of Commerce, UK
- Deutsche Bank, chair of the audit committee
- Trustee of Teach First

Committee membership:

- Nominations Committee
- Remuneration Committee
- Risk Committee (Chairman)
- Audit Committee
- Corporate Governance Committee

Stuart Popham
Independent non-executive director

Skills and experience:

Stuart was appointed to the Board on 1 July 2011. Stuart has extensive legal knowledge and business acumen. He was previously the senior partner of Clifford Chance LLP from 2003–2011. He is presently vice-chairman EMEA at Citigroup and was from 2008 to 2012 chairman of TheCityUK, a body created to promote financial services.

External appointments:

- Citigroup, vice chairman of EMEA Banking
- Chairman of the Royal Institute of International Affairs (Chatham House)
- Council member at Birkbeck College, University of London
- Royal National Lifeboat Institution, vice chairman

Committee membership:

- Nominations Committee
- Remuneration Committee
- Risk Committee

Julia Wilson
Independent non-executive director

Skills and experience:

Julia was appointed to the Board in November 2011. She has significant corporate finance, tax and accounting experience. She is the group finance director of 3i Group plc, which includes responsibility for finance, investment valuations and treasury. She has been a member of its board since 2008. Previously, she was the group director of corporate finance at Cable & Wireless plc where she also held a number of other finance-related roles. Julia is a member of the ICAEW (ACA) and the Chartered Institute of Taxation.

External appointments:

- 3i Group plc

Committee membership:

- Audit Committee (Chair)
- Nominations Committee
- Risk Committee
- Corporate Governance Committee

Lizbeth Zlatkus
Independent non-executive director

Skills and experience:

Lizbeth was appointed to the Board in December 2013. She spent the majority of her career at The Hartford Financial Services Group ('Hartford'), serving as both chief financial officer and chief risk officer of the firm. In addition, she held a range of senior operating roles including co-president of Hartford Life Insurance Companies. She served on various insurance industry committees including as regulatory chair for the North American Chief Risk Officers Council. Outside of her professional career, Lizbeth is actively involved with various educational, health and science organisations, and sits on several non-profit boards. She was previously selected to be a member of the President's Committee on Employment of People with Disabilities, due to her work with the disabled community.

External appointments:

- Boston Private Financial Holdings

Committee membership:

- Nominations Committee
- Risk Committee
- Audit Committee

Geoffrey Timms
Group general counsel and company secretary

Skills and experience:

Geoffrey has been the Group General Counsel since 1999 and, in addition, the Group Company Secretary since 2008. Prior to joining Legal & General, Geoffrey was a solicitor with Clifford Chance and then Clyde & Co.

Notice of annual general meeting

Notice is hereby given that the 2016 Annual General Meeting (AGM) of Legal & General Group Plc (the 'company') will be held at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ on Thursday, 26 May 2016 at 11am. Registration will open at 10am. Tea and coffee will be served until the start of the meeting and a light buffet lunch will be provided following the AGM. The purpose of the meeting is to consider and, if thought fit, to pass the following resolutions of which resolutions 15, 20, 21 and 22 will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

Ordinary resolution means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Special resolution means that for each of the resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Your directors are of the opinion that each resolution to be proposed at the AGM is in the best interests of shareholders as a whole, and unanimously recommend shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings. The formal resolutions are set out below, followed by the explanatory notes given in respect of each resolution.

Resolution 1 – Report and accounts

That the audited report and accounts of the company for the year ended 31 December 2015 together with the Directors' Report, Strategic Report and the Auditor's Report on those accounts be received and adopted.

Resolution 2 – Final dividend

That a final dividend of 9.95p per ordinary share in respect of the year ended 31 December 2015 be declared and be paid on 9 June 2016 to shareholders on the register of members at the close of business on 29 April 2016, conditional upon the directors being satisfied, in their absolute discretion, that the payment of the final dividend would comply with, and would not lead to a breach of, applicable legal or regulatory requirements (including regulatory capital requirements), and provided that the directors may cancel or defer such dividend at any time prior to payment where they determine that it would be prudent or expedient to do so.

Resolution 3 – Re-Election of Director

That Richard Meddings be re-elected as a director.

Resolution 4 – Re-Election of Director

That Carolyn Bradley be re-elected as a director.

Resolution 5 – Re-Election of Director

That Lizabeth Zlatkus be re-elected as a director.

Resolution 6 – Re-Election of Director

That Mark Zinkula be re-elected as a director.

Resolution 7 – Re-Election of Director

That Stuart Popham be re-elected as a director.

Resolution 8 – Re-Election of Director

That Julia Wilson be re-elected as a director.

Resolution 9 – Re-Election of Director

That Mark Gregory be re-elected as a director.

Resolution 10 – Re-Election of Director

That Rudy Markham be re-elected as a director.

Resolution 11 – Re-Election of Director

That John Stewart be re-elected as a director.

Resolution 12 – Re-Election of Director

That Nigel Wilson be re-elected as a director.

Resolution 13 – Re-Appointment of Auditor

That PricewaterhouseCoopers LLP be re-appointed as auditor of the company, to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 14 – Auditor's Remuneration

That the directors be authorised to determine the auditor's remuneration.

Resolution 15 – To adopt new Articles of Association

That with effect from the conclusion of the Annual General Meeting the articles of association produced to the meeting and initialled by the Chairman of the meeting (for the purpose of identification) be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

Resolution 16 – Directors' Report on Remuneration

That the Directors' Report on Remuneration (excluding the Directors' Remuneration Policy as summarised on page 72) for the year ended 31 December 2015, as set out in the company's 2015 annual report and accounts be approved.

Resolution 17 – Renewal of Directors' Authority To Allot Shares

That:

- a) The directors of the company be generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 (the Act), to exercise all powers of the company to allot shares in the company or grant rights to subscribe for, or convert any security into, shares in the company up to an aggregate nominal amount of £49,575,328 being not more than one third of the issued ordinary share capital at 29 March 2016 (the last practicable date prior to the publication of this Notice);
- b) This authority shall expire at the conclusion of the company's next AGM or if earlier at the close of business on 30 June 2017, except that the company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors of the company may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- c) Previous unutilised authorities under Section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Resolution 18 – Political Donations

That, in accordance with Sections 366 and 367 of the Act, the company, and all companies that are subsidiaries of the company at any time during the period for which this resolution has effect, be and are hereby authorised, in aggregate, to:

- i. make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
- ii. make donations to political organisations other than political parties not exceeding £100,000 in total; and
- iii. incur political expenditure, not exceeding £100,000 in total;

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period commencing on the date of the passing of this resolution and ending at the conclusion of the company's next AGM or if earlier, at the close of business on 30 June 2017. For the purposes of this resolution the terms 'political donations', 'independent election candidates', 'political organisations', 'political expenditure' and 'political parties' have the meanings set out in Sections 363 to 365 of the Act.

Resolution 19 – Scrip Dividend Programme

That the directors be generally and unconditionally authorised, in accordance with article 125 of the articles of association, to offer holders of ordinary shares, to the extent and in the manner determined by the directors, the right to elect (in whole or part), to receive new ordinary shares (credited as fully paid) instead of cash, in respect of any future dividends as may be declared by the directors from time to time. The authority conferred by this resolution shall expire at the conclusion of the AGM in 2019.

Resolution 20 – Disapplication of Pre-emption Rights

That the directors be given power (subject to the passing of resolution 17) to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 17, and/or to sell ordinary shares held by the company as treasury shares for cash, in either case as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of equity securities to or in favour of:
 - i. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors, in each case, may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or any stock exchange or any other matter; and

- b) to the allotment of equity securities pursuant to the authority granted under resolution 17 and/or to the sale of treasury shares for cash (in each case otherwise than under paragraph (a) above) up to a maximum nominal amount of £14,872,599, being 10% of the issued share capital of the company at 29 March 2016 (the last practicable date prior to the publication of this Notice).

This authority shall expire at the conclusion of the company's next AGM or if earlier, at the close of business on 30 June 2017, except that the company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted (and/or for treasury shares to be sold) after it expires and the directors of the company may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if the power conferred hereby had not expired; and all previous unutilised authorities under Sections 570 and 573 of the Act shall cease to have effect (save to the extent that the same are exercisable by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Resolution 21 – Purchase of Own Shares

That in accordance with the Act, the company is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 2.5p each in the capital of the company on such terms and in such manner as the directors think fit, provided that:

- i. the maximum number of ordinary shares that may be purchased is 594,903,940 being 10% of the issued share capital as at 29 March 2016;
- ii. the minimum price which may be paid for each ordinary share is 2.5p (exclusive of all expenses);
- iii. the maximum price which may be paid for each ordinary share is the higher of the amount equal to:
 - (a) 105% of the average of the middle market quotations or market values for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 (in each case exclusive of expenses); and
- iv. this authority shall (unless renewed, revoked or varied) expire at the conclusion of the next AGM, or at the close of business on 30 June 2017, whichever is the earlier, except in relation to the purchase of ordinary shares, the contract for which was concluded before such date and which is executed wholly or partly after such date.

All existing authorities for the company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract concluded before the date of this resolution and which has not yet been executed.

Resolution 22 – Notice of General Meetings

That a general meeting of the company other than an Annual General Meeting of the company may be called on not less than 14 clear days' notice.

By order of the Board


G J Timms
Company Secretary

1 April 2016

Registered Office: Legal & General Group Plc
One Coleman Street, London EC2R 5AA
Registered in England and Wales, No. 01417162

Explanatory notes to the resolutions

Resolution 1

The directors of the company are required by UK companies' legislation to present the accounts, the Directors' Report, the Strategic Report and the Auditor's Report on the accounts to the AGM. Copies of the report and accounts are available on the company's website at www.legalandgeneralgroup.com.

Resolution 2

Shareholder approval is required before a final dividend can be paid. In order for the company's ordinary shares to be counted towards the group capital requirements imposed by the new EU prudential regulatory regime for insurers (known as 'Solvency II'), any dividends declared by the company must be capable of being cancelled and withheld or deferred at any time prior to payment. The company is proposing to amend its current articles of association in response to these changes (see resolution 15). The directors have no intention of exercising this cancellation right, other than where required to do so for regulatory or regulatory capital purposes.

Resolutions 3 to 12

In accordance with the recommendations of the UK Corporate Governance Code, the directors of the company will retire and seek re-election at the AGM. As previously announced, John Stewart, Chairman, is retiring from the Board in 2016 and the process to identify a successor is currently underway. Olaf Swantee will step down from the Board following the conclusion of the AGM on 26 May 2016 and Julia Wilson will succeed Rudy Markham as senior independent director. Rudy will remain as a non-executive director until the AGM in May 2017, providing important continuity as the company transitions to a new Chair. Stuart Popham has indicated his intention to step down from the Board prior to the next AGM. The company has commenced a search for new non-executive directors, including a Chair of Audit Committee to succeed Julia Wilson. Also, as previously announced, Mark Gregory intends to retire from the company in January 2017. Each of John Stewart, Stuart Popham and Mark Gregory are seeking re-election to continue to serve for a period after the AGM.

Having considered the performance of, and contribution made by each of the current directors standing for re-election, the Board remains satisfied that the performance of each of the directors continues to be effective and that they each demonstrate a commitment to the role. The Board, on the recommendation of the Nominations Committee, supports the re-election of each of the directors seeking re-election.

Biographical details for directors seeking re-election are set out on pages 4 and 5 of this document and on the company's website at www.legalandgeneralgroup.com.

Resolutions 13 and 14

At the AGM held on 21 May 2015, the shareholders re-appointed PricewaterhouseCoopers LLP as Auditor of the company, to hold office until the conclusion of the next general meeting at which accounts are laid. Resolutions 13 and 14 propose to re-appoint PricewaterhouseCoopers LLP as Auditor of the company and authorise the directors to determine the Auditor's remuneration.

Resolution 15

It is proposed to adopt new articles of association (the 'New Articles') in order to update the company's current articles of association (the 'Current Articles'). In March 2015, the Prudential Regulation Authority published its final rules and policy statements in relation to the Solvency II Directive which came in to force on 1 January 2016. In order for the company's share capital (and associated share premium account) to qualify as regulatory capital, the company's dividends are required to be cancellable at any point prior to them being paid. The company is proposing to amend the current articles to provide that dividends declared by the company may be cancelled by the directors before payment. As explained in the note to resolution 2, the directors have no intention of exercising this cancellation right, other than where required to do so for regulatory or regulatory capital purposes.

Further to ensure compliance with the UK Corporate Governance Code, the New Articles require all of the company's directors to retire from office at every annual general meeting. Each of the directors may offer themselves for re-election by the company's members at the same annual general meeting.

As the company is proposing to make the changes described above, the opportunity has been taken generally to incorporate amendments of a more minor nature to reflect changes in applicable law or current market best practice, and to include some clearer language in other parts of the New Articles.

The New Articles are available for inspection as noted on page 11 of this document. This resolution will be proposed as a special resolution.

Resolution 16

Pursuant to the Act, the company is required to put a resolution to shareholders in a general meeting to approve the Directors' Report on Remuneration for the financial year to 31 December 2015. The report includes details of the members of the Remuneration Committee, a performance graph showing the Company's Total Shareholder Return performance compared to the FTSE 100 Index Total Shareholder Return over the last five years, details of directors' service contracts and disclosures relating to each director's remuneration. The report also includes, for information purposes only, a summary of the company's policy on directors' remuneration that was approved by shareholders at the 2014 AGM. That policy does not require shareholder approval again this year, and such approval is not being sought. The vote on this resolution will be advisory and in respect of the directors' remuneration as a whole, and will not be specific to individual levels of remuneration. A director's entitlement to remuneration is not conditional upon this resolution being passed.

Resolution 17

The company's directors may generally only allot ordinary shares or grant rights over ordinary shares if authorised to do so by shareholders. This resolution seeks to allow the directors to allot ordinary shares in the company and will replace the existing authority. The new authorisation will last until the next AGM, or the close of business on 30 June 2017 if earlier.

This resolution will give directors the authority to allot ordinary shares or grant rights to subscribe for, or convert any securities into, ordinary shares up to an aggregate nominal amount equal to £49,575,328. This amount represents approximately one third of the issued ordinary share capital (excluding treasury shares) of the company as at 29 March 2016, the latest practicable date prior to the publication of this Notice. As at the date of this Notice, the company holds no treasury shares.

There is no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this option provides.

Resolution 18

Section 366 of the Act requires a company to seek shareholder approval for certain political donations and/or political expenditure. The company does not make and does not intend to make political donations and/or incur political expenditure within the normal meaning of that expression. However, the provisions of the Act regarding political donations and political expenditure are capable of having wide meanings and may catch activities such as funding seminars to which politicians are invited and supporting certain bodies involved in policy review and law reform. Accordingly, the company is seeking shareholders' authority to make political donations, as a precautionary measure to avoid an inadvertent infringement of the Act.

Resolution 19

The company currently offers shareholders the option to participate in a dividend re-investment plan (DRIP) giving shareholders the option to use their cash dividends to buy additional ordinary shares in the company. The company's articles of association permit the Board, if authorised by an ordinary resolution of the company, to offer shareholders the right to receive new ordinary shares in lieu of their cash dividend, where the scrip is offered. UK shareholders who elect to take new shares under a Scrip Dividend Programme will increase their holdings without incurring stamp duty. The directors will retain the discretion to decide whether to offer a scrip dividend alternative in respect of each future dividend. It is not currently intended that the scrip dividend alternative will be offered in respect of future dividends, however directors are seeking this authority to ensure flexibility for future dividend payments. The DRIP will continue to operate in respect of the final dividend for 2015. Should directors decide to introduce a Scrip Dividend Programme, shareholders will be sent further information regarding the Programme at that time. In line with investor protection guidelines, the authority contained in this resolution is sought for three years and shall therefore expire at the conclusion of the AGM to be held in 2019, or 30 June 2019, whichever is the earlier. Unless there is a change in circumstances, the company expects to seek an extension of this authority prior to its expiry.

Resolution 20

The effect of this resolution is to renew the existing authority to allow the directors to allot ordinary shares in the company for cash, and to transfer shares held in treasury, without first offering them to existing shareholders in proportion to their holdings

Under Section 561(1) of the Act, if the directors wish to allot shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors will need flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights. Part (A) of this resolution will also authorise the directors to allot shares in connection with a rights issue, open offer or other pre-emptive offer otherwise than strictly pro rata, or where necessary to holders of other equity securities, where practical considerations, such as fractional entitlements and foreign securities laws, make this desirable. Any allotment or transfer under part (B) of this authority may be up to a maximum nominal amount of £14,872,599 which is equivalent to 10% of the issued share capital at 29 March 2016, being the last practicable date prior to the publication of this Notice.

The Board confirms that it will only allot shares representing more than 5% of the issued ordinary share capital of the company (excluding treasury shares) for cash pursuant to the authority referred to in part (B), where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. It is not intended, without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds, and with shareholders, to issue or transfer more than 7.5% of the issued share capital in any rolling three year period under part (B) of this authority, except in connection with an acquisition or specified capital investment as referred to above.

While the directors have no present intention of exercising this disapplication authority, the Board considers that the authority sought at this year's AGM will benefit the company and its shareholders generally since there may be occasions in the future when the directors need the flexibility to finance acquisitions or capital investments by issuing shares for cash without a pre-emptive offer to existing shareholders.

The authority under this resolution will last until the next AGM, or until the close of business on 30 June 2017, whichever is the earlier. The directors intend to renew this authority annually. This resolution will be proposed as a special resolution.

Resolution 21

In certain circumstances it may be advantageous for the company to purchase its own shares and this resolution seeks authority from the shareholders to do so. At the AGM held on 21 May 2015 a special resolution was passed by shareholders allowing the company to make market purchases of up to 594,243,900 of its own ordinary shares, representing 10% of the company's issued share capital as at 27 March 2015. During the year ended 31 December 2015 no ordinary shares have been repurchased for cancellation.

The authority sought in 2015 is due to expire at the end of the 2016 AGM and it is proposed that the company be authorised to make market purchases up to an aggregate of approximately 10% of the company's issued ordinary share capital as further described below.

There are a number of reasons why the directors may, in the future, consider a buy-back of shares to be in the best interests of the company and of its shareholders generally. The directors therefore consider it prudent for the company to have the flexibility to effect market purchases of its own shares in the future. Whilst the directors have no current intention of using the authority sought to make market purchases, this resolution provides the company with that flexibility. However, the directors will exercise this authority only if, having due regard to the interests of long-term shareholders, the directors consider that to do so would be in the best interests of the company, and of its shareholders, and only when they believe that the effect of such purchases will be to increase earnings per share and will be in the best interests of the company and its members generally. Other investment opportunities, appropriate gearing levels and the overall position of the company will be taken into account when exercising this authority. The company may hold in treasury or cancel any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution.

Holding shares in treasury gives the company the ability to reissue treasury shares quickly and cost-effectively and provides the company with greater flexibility in the management of its capital base. It also gives the company the opportunity to satisfy employee share scheme awards with treasury shares. The proposed authority would be limited to the purchase of up to 594,903,940 ordinary shares in aggregate which is equal to approximately 10% of the company's issued ordinary share capital as at 29 March 2016, being the latest practicable date prior to the publication of this Notice. The resolution specifies the maximum and minimum prices at which the company's shares may be brought.

As at 29 March 2016, being the latest practicable date prior to publication of this Notice, there were outstanding awards and options to subscribe for ordinary shares representing 0.9% of the company's issued ordinary share capital (excluding treasury shares). If the new authority and the existing authority were exercised in full, the awards and options would represent 1.12% of the company's issued ordinary share capital (excluding treasury shares).

If passed, this authority will expire at the conclusion of the company's next AGM or, at the close of business on 30 June 2017, whichever is the earlier. This resolution will be proposed as a special resolution.

Resolution 22

The notice period for general meetings of the company is 21 days unless shareholders approve a shorter period, which cannot be less than 14 clear days. The company is currently able to call general meetings (other than AGMs) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, the company's shareholders must approve the calling of such meetings on not less than 14 clear days' notice. Resolution 22 seeks such approval. The company undertakes to meet the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009 before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the company's next AGM when it is intended that a similar resolution will be proposed.

In the event that this authority is exercised, the directors will, noting the recommendations of the UK Corporate Governance Code 2014, ensure that the flexibility offered by this resolution is not used as a matter of routine but only where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the company and shareholders as a whole. This resolution will be proposed as a special resolution.

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

Entitlement to vote and attend

Only shareholders who are entered on the company's register of members (the 'Register') by no later than 6pm on Tuesday, 24 May 2016 (the 'Specified Time') or in the event of an adjournment by no later than 6pm on the date two days (excluding non-business days) prior to the adjourned meeting, will be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register for certificated and uncertificated shares of the company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Method of voting

All resolutions at the meeting will be decided by a poll. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process.

A shareholder may appoint one or more proxies to attend and speak and vote on their behalf at the AGM. If more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to different shares. A proxy need not be a member of the company.

There are four ways in which shareholders can vote:

- in person at the meeting;
- appoint a proxy electronically to vote on your behalf using the shareportal at www.landgshareportal.com;
- complete and sign the enclosed pre-paid proxy form or form of direction, and return it to Capita Asset Services (the 'Registrar'); or
- CREST members may appoint a proxy via the CREST electronic proxy appointment service or give voting instructions electronically in accordance with the instructions detailed on page 12 of this document.

If you have not received a proxy form or form of direction and believe you should have one please call the Registrar on 0371 402 3341. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9am–5.30pm, Monday to Friday excluding public holidays in England and Wales. If calling from outside the UK please dial +44 800 1412959. If you have completed a proxy form or form of direction, this will not preclude you from attending and voting at the meeting in person.

For instructions on how to appoint a proxy or vote electronically, please see page 12. Please note that to be valid, all proxy forms must be completed, signed and received by the Registrar by 11am on Tuesday 24 May 2016. Forms of direction must be received by the Registrar by 11am on Monday 23 May 2016. Any electronic communication sent to the Registrar in respect of the appointment of a proxy that contains a computer virus will not be accepted.

A vote withheld option is provided on the proxy form to enable a shareholder to instruct a proxy to withhold their vote on a particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against the resolution. If no voting indication is given to the proxy, or discretion is given to the proxy as to how to vote at the AGM, the proxy will vote or abstain from voting as he or she thinks fit.

Persons nominated by shareholders

A person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement with the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy at the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in that statement can only be exercised by shareholders of the company.

Corporate representatives

Any corporation which is a member of the company can appoint one or more representatives to exercise its powers as a member. If more than one representative is appointed, they must not purport to exercise powers in relation to the same shares.

Declaration of results

As soon as practicable following the meeting, the results of the AGM and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each resolution will be announced via a regulatory information service and placed on the company's website.

Shareholder requests

Members satisfying the thresholds in Section 527 of the Act can require the company to publish on its website a statement setting out any matter relating to (i) the audit of the company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid, in accordance with Section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 (requirements as to website availability) of the Act. Where the company is required to place a statement on its website, the statement must be forwarded to the company's Auditor no later than the time when the statement is made available on the website. The business which may be dealt with at the AGM will include any statement that the company has been required, under Section 527 of the Act, to publish on its website.

Issued share capital

As at 29 March 2016, being the latest practicable date prior to the publication of this Notice, the company's issued share capital consisted of 5,949,039,404 ordinary shares carrying one vote each. Therefore the total number of voting rights in the company as at 29 March 2016 was 5,949,039,404.

Right to ask questions

Any member attending the AGM has the right to ask questions in relation to the business of the meeting. The company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if:

- (i) the answer has already been given on the company's website in the form of an answer to a question; or
- (ii) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- (iii) it is not in the interests of the company or the good order of the meeting that the question be answered.

Website

A copy of this Notice, and any other information required by Section 311A of the Act, can be found on the company's website, www.legalandgeneralgroup.com.

Documents available for inspection

Copies of the executive directors' service contracts, copies of letters of appointment of the Chairman and non-executive directors and the Current Articles and proposed New Articles are available for inspection at the company's registered office during normal business hours until the date of the AGM and will be available at the AGM for at least 15 minutes before and until the conclusion of the meeting.

Electronic communication

Shareholders may not use any electronic address provided either (i) in this Notice; or (ii) in any related documents (including the proxy form and form of direction), to communicate with the company for any purposes other than those expressly stated.

How to appoint a proxy or vote electronically Shareportal

Register your vote electronically by 11am on Tuesday 24 May 2016 at www.landgshareportal.com. You will need your Investor Code which is printed on your proxy form or form of direction.

Legal & General Corporate Sponsored Nominee (CSN)

If you hold your shares within the CSN then you will have been sent a form of direction with this Notice. Please complete this form and return it to the Registrar or vote online at www.landgshareportal.com by 11am on Monday 23 May 2016.

Appointment of a proxy under CREST

CREST members can use the CREST electronic proxy appointment service for the AGM and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual (available on www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 11am on Tuesday 24 May 2016 in order to be valid. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first-named being the most senior).

Shareholder information

Annual general meeting

The 2016 Annual General Meeting (AGM) will be held on Thursday, 26 May 2016 at 11am at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ. The AGM provides Legal & General with the opportunity to meet its shareholders. The Board regards the AGM as an important opportunity to communicate directly with private investors. The Notice of Meeting and all other details for the AGM are available at www.legalandgeneralgroup.com (the website).

Dividend information

Dividend per share

This year the directors are recommending the payment of a final dividend of 9.95p per share. If you add this to your interim dividend of 3.45p per share, the total dividend recommended for 2015 will be 13.4p per share (2014: 11.25p per share). The key dates for the payment of dividends are set out in the important dates section on page 15.

Communications

Internet

Information about the company, including details of the current share price, is available on the website, www.legalandgeneralgroup.com.

Investor relations

Private investors should contact the registrar with any queries. Institutional investors can contact the investor relations team by email: investor.relations@group.landg.com.

Financial reports

The company's financial reports are available on the website. The annual report and accounts are sent to those shareholders who have elected to receive paper copies. Alternatively, shareholders may elect to receive notification by email by registering on www.landgshareportal.com. If you receive more than one copy of our communications, it could be because you have more than one record on the share register. To avoid duplicate mailings, please contact the registrar, who can arrange for your accounts to be amalgamated.

Registrar

Capita Asset Services is our registrar and they offer many services to make managing your shareholding easier and more efficient.

Share portal

The Share Portal is a secure online site where you can manage your shareholding quickly and easily. You can:

- View your holding and get an indicative valuation
- Change your address
- Arrange to have dividends paid into your bank account
- Request to receive shareholder communications by email rather than post
- View your dividend payment history
- Make dividend payment choices
- Buy and sell shares and access a wealth of stock market news and information
- Register your proxy voting instruction
- Download a stock transfer form

To register for the Share Portal just visit www.landgshareportal.com. All you need is your investor code, which can be found on your share certificate or dividend confirmation.

Customer support centre

Alternatively, you can contact Capita's Customer Support Centre which is available to answer any queries you have in relation to your shareholding:

By phone – 0371 402 3341*

By email – landgshares@capita.co.uk

By post – Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Sign up to electronic communications

Help us to save paper and get your shareholder information quickly and securely by signing up to receive your shareholder communications by email.

Registering for electronic communications is very straightforward. Just visit www.landgshareportal.com. All you need is your investor code, which can be found on your share certificate or dividend confirmation.

Corporate sponsored nominee

The corporate sponsored nominee allows you to hold shares in Legal & General without the need for a share certificate and enables you to benefit from shorter market settlement periods. Individual shareholders hold their Legal & General shares in a nominee holding registered in the name of Capita IRG Trustees (Nominees) Limited. To join or obtain further information contact the registrar. They will send you a booklet, outlining the terms and conditions under which your shares will be held.

Dividend payment options

Re-invest your dividends

Capita's Dividend Re-investment Plan offers a convenient way for shareholders to build up their shareholding by using dividend money to purchase additional shares. The plan is provided by Capita Asset Services, a trading name of Capita IRG Trustees Limited which is authorised and regulated by the Financial Conduct Authority.

For more information and an application pack please call 0371 664 0381*. Alternatively you can email shares@capita.co.uk or log on to www.landgshareportal.com.

It is important to remember that the value of shares and income from them can fall as well as rise and you may not recover the amount of money you invest. Past performance should not be seen as indicative of future performance. This arrangement should be considered as part of a diversified portfolio.

Arrange to have your dividends paid direct into your bank account

This means that:

- Your dividend reaches your bank account on the payment date
- It is more secure – cheques can sometimes get lost in the post
- You don't have the inconvenience of depositing a cheque
- Helps reduce cheque fraud

If you have a UK bank account you can sign up for this service on the Share Portal (by clicking on 'your dividend options' and following the on screen instructions) or by contacting the Customer Support Centre.

Choose to receive your next dividend in your local currency

If you live outside the UK, Capita has partnered with Deutsche Bank to provide you with a service that will convert your sterling dividends into your local currency at a competitive rate. You can choose to receive payment directly into your local bank account, or alternatively, you can be sent a currency draft.

You can sign up for this service on the Share Portal (by clicking on 'your dividend options' and following the on-screen instructions) or by contacting the Customer Support Centre.

For further information contact Capita:

By phone – UK – 0871 664 0385. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9 to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

By e-mail – ips@capita.co.uk

Buy and sell shares

A simple and competitively priced service to buy and sell shares is provided by Capita Asset Services. There is no need to pre-register and there are no complicated application forms to fill in and by visiting www.capitadeal.com you can also access a wealth of stock market news and information free of charge.

For further information on this service, or to buy and sell shares visit www.capitadeal.com or call 0371 664 0445*. Lines are open 8am to 4.30pm, Monday to Friday.

This is not a recommendation to buy and sell shares and this service may not be suitable for all shareholders. The price of shares can go down as well as up and you are not guaranteed to get back the amount you originally invested. Terms, conditions and risks apply.

Capita Asset Services is a trading name of Capita IRG Trustees Limited which is authorised and regulated by the Financial Conduct Authority. This service is only available to private shareholders resident in the European Economic Area, the Channel Islands or the Isle of Man.

*Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

IMPORTANT DATES:

28 April 2016	Ex-dividend date (final dividend)
20 May 2016	Last day for DRIP elections
26 May 2016	Annual General Meeting
9 June 2016	Payment of final dividend for 2015 (to members registered on 29 April 2016)
9 August 2016	Half year results 2016
18 August 2016	Ex-dividend date (interim dividend)
22 September 2016	Payment of interim dividend for 2016 (to members registered on 19 August 2016)

Share fraud warning

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment. While high profits are promised, if you buy or sell shares in this way you will probably lose your money.

How to avoid share fraud

- Keep in mind that firms authorised by the FCA are unlikely to contact you out of the blue with an offer to buy or sell shares.
- Do not get into a conversation, note the name of the person and firm contacting you and then end the call.
- Check the Financial Services Register at www.fca.org.uk to see if the person and firm contacting you is authorised by the FCA.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call it back.
- Call the FCA on 0800 111 6768 if the firm does not have contact details on the Register or you are told they are out of date.
- Search the list of unauthorised firms to avoid at www.fca.org.uk/scams.

Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.

- Think about getting independent financial and professional advice before you hand over any money.

If you are approached by fraudsters please tell the FCA using the share fraud reporting form at www.fca.org.uk/scams, where you can find out more about investment scams.

You can also call the FCA Consumer Helpline on 0800 111 6768.

If you have already paid money to share fraudsters you should contact Action Fraud on 0300 123 2040.

General information

Capital gains tax: for the purpose of calculating UK capital gains tax, the market value on 31 March 1982 of each share was 7.996p, after adjusting for the 1986 capitalisation issue and the 1996 and 1999 sub-divisions, but not reflecting any rights taken up under the 2002 rights issue.

Close company provisions: The company is not a close company within the terms of the Corporation Tax Act 2010.

Registered office: One Coleman Street, London EC2R 5AA. Registered in England and Wales, No. 01417162.

Shareholder offer line: For details of shareholder offers on Legal & General products call 0500 65 5555.

Your shareholder discounts and special terms

Offering you more than just a dividend

As a Legal & General shareholder, you've a range of discounts and special terms available to you and your family. This includes investments, life insurance, cover for your home and much, much more.

Your shareholder deals

New! Lifetime Mortgage

In 2015 Legal & General entered the equity release market with the acquisition of Newlife, the launch of Legal & General Home Finance and a range of lifetime mortgage products. Our aim is to use our financial strength and expertise to develop products and services that help give people freedom and choice in their retirement.

As standard with Legal & General Home Finance Lifetime Mortgage we offer:

- Advice through The Retirement Lending Advisers. The Retirement Lending Advisers won't charge you an advice fee, however, as with all lifetime mortgages The Retirement Lending Advisers will be paid commission by Legal & General Home Finance on completion of your application.

In addition to the above, with the shareholder offer:

- You'll receive 2% cashback of the initial lifetime mortgage amount. All subsequent loans will not benefit from the 2% cashback offer. If the lifetime mortgage you take out already has cashback, then this will be additional to that cashback amount.

Please note the shareholder offer is only available when using the Retirement Lending Advisers, who are a separate company of specialist advisers that we've chosen to work with. If you're using your own adviser or a whole of market option, this offer will not be available.

A lifetime mortgage reduces the equity in your home. Interest grows quickly so there could be cheaper ways to borrow money.

To see if you're eligible call The Retirement Lending Advisers quoting reference **HF152** and your investor code (if known). They can be contacted free of charge on 0800 107 6830 Monday to Friday, 9am to 5pm. They'll check your eligibility for both the offer and the product and will then arrange an appointment with one of the advisers.

Our standard product terms can be seen by visiting www.landghomefinance.com

Investments

Whatever you're looking to invest for, we've designed a range of funds that could help you achieve your goals. Whether you're looking for a stocks and shares ISA, Junior ISA or unit trusts, we have something to offer you from our range of funds.

Your money could go further

Legal & General shareholders, including friends and family get 1% cashback on stocks and shares ISA and Junior ISA investments. Please note that terms and conditions apply. For unit trusts a 1% extra allocation of units is added to investments.

Why invest with us?

As at 30 June 2015, the total value of assets across the group was £714.6 billion, including derivative assets. We're also one of the biggest providers of index-tracking investments in the UK, managing £274.7 billion.

You can start a stocks and shares ISA or unit trust investment from as little as £50 a month, or with a lump sum from just £500.

Investing for a child's future?

Our Junior ISA is a great way to help you save tax-efficiently for a child or grandchild and our cashback offer is available to shareholders and their family and friends. Money in a Junior ISA is locked away until the child turns 18, when it changes into an adult ISA.

Each eligible child has their own Junior ISA allowance. You can invest a regular amount on behalf of a child from as little as £30 a month, or start with a lump sum of just £500, up to the annual limit of £4,080 for the tax year.

Before you invest

The value of an investment and any income from it may fall as well as rise. You may get back less than you invest. Although there is no fixed term, you should be prepared to hold your money in a stocks and shares ISA or unit trust for at least five years, and ideally not tie yourself to a fixed end date. The tax efficiency of ISAs is based on current rules. The current tax situation may not be maintained. The benefit of the tax treatment depends on individual circumstances. For more information, visit our shareholder website www.legalandgeneral.com/shareholderoffers

Valuation and Surveying Services – 10%

Buying a property is one of the biggest financial commitments you're likely to make. A key part of the process is to have the property inspected to ensure you're buying at market value and to avoid any costly surprises in store after the sale has gone through.

Legal & General Surveying Services has been in business for over 20 years and is regulated by the Royal Institution of Chartered Surveyors (RICS). We're a wholly owned subsidiary of the Legal & General Group, one of the UK's leading financial services companies.

If you need either a valuation or a survey on a property then contact our team to find out what product could suit your needs, and you will have the benefit of professional advice with a **discount of 10%** from our standard fees. Please quote **E033**.

General insurance products and discounts

It's a great feeling to know you've got the things that matter most in your life covered – from our home and its contents through to your car or the family pet. So take a look at our range of shareholder discounts – they could offer you real savings and apply for the life of the policy, not just for the first year.

To take advantage of the discounts for our Home, Landlord, Pet and Car Insurance and to find out more, please visit www.legalandgeneral.com/shareholderoffers. These discounts apply for the life of the policy and not just for the first year.

Terms and conditions apply and minimum premiums may apply.

15% discount off our online prices on Essentials and Extra Home Insurance:

- Choose from two levels of cover – Essentials if you want to pay less and Extra if you want to cover more
- UK-based claims line is open 24/7, 365 days a year for emergencies
- Dedicated claims manager, should you need to make a claim
- Enhance your cover by adding additional cover options such as Extended Accidental Damage, Personal Possessions and Family Legal Protection

For home insurance, the offer is available over the phone or online using the code **SHARE15**.

25% off our over the phone prices on Landlord Insurance

Please call our sales team on 0800 107 6830. Please quote **E001**.

17.5% off Pet Insurance

Our pets are uncomplicated creatures. We find them reassuring; they're a simple, constant presence while life's complications come and go. Our pet insurance aims to be refreshingly straightforward too, mirroring the nature of our pets. So, pet insurance doesn't have to be one of life's complications.

Legal & General pet insurance is arranged and administered by Ultimate Pet Partners Limited and underwritten by Legal & General Insurance Limited.

This offer is available online and over the phone and the discount is available for the life of the policy. Please quote **E001**.

Discount off your Car Insurance Premium

Whether you use your car for the school run, getting to work, that weekend getaway, meeting friends in town, or a place to get the little ones to sleep – having the right car insurance in place is so important.

This offer will provide you with the best premium from Legal & General car insurance. You'll receive a premium that's on average 5.5% lower than the consumer price, based on pricing information from January/February 2016. Please quote **E033**.

Legal & General car insurance is arranged and administered by BISL Limited and underwritten by a panel of insurers.

Pensions

We offer preferential annual management charges to shareholders who take out a Legal & General Stakeholder Pension plan through Shareholder Offers.

Please note that your money is tied up until you take your benefits, normally from age 55 onwards, and the value of your pension pot may fall as well as rise.

Please call us on 0800 107 6830 to request a Shareholder pack.

Life Insurance

You could help make sure your family are financially protected with our life insurance. It could pay out a cash sum if you die during the length of the policy. This could help repay the mortgage or be put towards everyday bills. Our life insurance policies are not savings or investment products and have no cash value unless a valid claim is made.

25% discount when you apply online or over the phone on standard premiums for both level and decreasing life policies. Please quote **SHTERM**.

Please note, the discount cannot be backdated or applied to existing policies. This discount is only applicable to new life policies, bought through Shareholder Offers and is not available on the Family and Personal Income Plan or Whole of Life Protection Plan products.

Over 50s Life Insurance

10% more on your cash sum on our Over 50s Life Insurance Plans. For more information and how to apply please visit our website www.legalandgeneral.com/shareholderoffers or call our customer service team on 0800 107 6830.

For more details about our products, or to apply please call: 0800 107 6830
or alternatively visit our website:
www.legalandgeneral.com/shareholderoffers

We may record and monitor calls. Lines are open as follows:

Lifetime Mortgage

9am–5pm Monday to Friday

Investments

9.30am–6pm Monday to Friday

Surveying Services

9am–5.30pm Monday to Friday

General Insurance

8am–8pm Monday to Thursday

8am–6pm Friday

9am–1pm Saturday

Pensions

8am–8pm Monday to Friday

9am–5pm Saturday

Life Insurance

8am–8pm Monday to Friday

9am–5pm Saturday

Over 50s Life Insurance

8am–8pm Monday to Friday

9am–5pm Saturday

Please note that each offer has terms and conditions, visit www.legalandgeneral.com/shareholderoffers. These offers may be withdrawn at any time.

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 www.legalandgeneralgroup.com

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