



2012

ANNUAL GENERAL MEETING

**11.00am on Wednesday 16 May 2012
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.**

RISK. SAVINGS.
INVESTMENT MANAGEMENT.

**Legal &
General**

WELCOME

KEY PERFORMANCE INDICATORS

RETURN ON EQUITY

14.5%

(2010: 18.2%)

OPERATING PROFIT BEFORE TAX

£1,056m

(2010: £1,002m)

EEV OPERATING PROFIT BEFORE TAX

£1,469m

(2010: £1,224m)

INSURANCE GROUPS DIRECTIVE (IGD)
CAPITAL SURPLUS¹**£3.8bn**

(2010: £3.7bn)

TOTAL SHAREHOLDER RETURN
(TSR)**11%**

(2010: 25%)

NET CASH GENERATION²**£846m**

(2010: £760m)

EUROPEAN EMBEDDED VALUE (EEV)
PER SHARE**147p**

(2010: 132p)

HIGHLIGHTS

WORLDWIDE SALES UP 7% TO £1.9BN APE

(2010: £1.8bn)

FULL YEAR DIVIDEND INCREASED BY 35%
TO 6.40P PER SHARE (2010: 4.75p per share)EUROPEAN EMBEDDED VALUE (EEV)
PER SHARE UP 11%

EARNINGS PER SHARE 12.46P (2010: 14.07p)

FINANCIAL STRENGTH⁴ AA-

TOTAL IFRS PROFIT AFTER TAX £723M

(2010: £820m)

IFRS PROFIT BEFORE TAX³**£956m**

(2010: £1,092m)

FINAL DIVIDEND

4.74p

(2010: 3.42p)

To be paid on 23 May 2012

FULL YEAR DIVIDEND

6.40p

(2010: 4.75p)

¹ Figures after accrual of proposed dividend, based on draft unaudited regulatory returns.² See our online Annual Report for a full breakdown of net cash generation.³ IFRS Profit before tax attributed to shareholders.⁴ Standard & Poor's Financial Strength rating for Legal & General Assurance Society Limited.
As at 13 March 2012.

For more information, to view this report online,
or to download this report as an iPad App, visit:
legalandgeneralgroup.com



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GROWING OUR BUSINESS.

“Legal & General’s clear strategy, and its strong ability to execute that strategy, enabled your Company to deliver another strong set of results for the year.”



A STRONG 2011

While the UK economy essentially flatlined, and the market suffered repeated uncertainties about the eurozone, Legal & General’s sales, operational cash generation and operating profits rose across all four of our business divisions: Risk, Savings, Investment management and International.

TSR AND DIVIDEND

This robust performance marked us out as one of a limited number of success stories in the global insurance sector, generating a total shareholder return of 11% for the year.

The Board is recommending a final dividend of 4.74p per share, payable on 23 May 2012. This is an increase of 39% on the prior year, and returns dividend to the pre-credit crisis level of 2008.

RETIREMENT OF CHIEF EXECUTIVE

In September, Tim Breedon, Group Chief Executive, informed the Board of his intention to retire by the end of 2012, by which time he will have served the Company for 25 years, of which he has spent ten years on the Board and seven as Group Chief Executive. The whole Board would like to thank him for his outstanding contribution to Legal & General, both in his current role and previously

as one of the main architects of the growth of LGIM to its current position as the UK’s leading pension fund manager and one of the largest asset management groups in Europe. The long notice he has given us has enabled a process to be put in place to identify his successor and ensure an orderly transition.

BOARD CHANGES

During the year Sir David Walker and James Strachan, respectively Senior Independent Director and independent non-executive director, stood down from the Board, having served for nine and eight years respectively. We would like to thank them for their contributions and wise counsel over many years. During 2011 we appointed three new independent non-executive directors: Mike Fairey, formerly Deputy Chief Executive of Lloyds TSB; Stuart Popham, formerly senior partner of Clifford Chance, and Julia Wilson, who is Group Finance Director of 3i. We look forward to working with them. Consequential changes to committee memberships are outlined in our full Annual Report.

SHAREHOLDER COMMUNICATIONS AND ANNUAL GENERAL MEETING

This year’s AGM will be held at 11.00am on Wednesday 16 May 2012 at The Honourable Artillery Company, City Road, London EC1Y 2BQ.

OUR STAFF

I would like to thank all Legal & General’s employees for their contribution during 2011. In every area of the Company that I visit, I am hugely impressed – often amazed – by employees’ enthusiasm and by the pride our people take in providing the best possible service to our customers and the communities in which they operate. This is one of the characteristics which sets Legal & General apart as a customer-focused company.

OUTLOOK

The insurance sector faces a continuing period of low economic growth combined with regulatory uncertainty in our sector, principally as a result of the EU’s Solvency II Directive and the upcoming Retail Distribution Review (RDR) in the UK. However, the clear strategy we have outlined for Legal & General, the strength of our balance sheet and the quality of our distribution across a variety of channels, mean we are well positioned for this period of change.

**JOHN STEWART
CHAIRMAN**

OUR STRATEGY CONTINUES TO DELIVER.

“We remain confident in our business model and strategy. Our leading market positions in UK savings, annuities, protection and asset management are delivering healthy returns for shareholders.”



Our results for 2011 show continued progress in growing and reshaping Legal & General. At the same time, we are generating a healthy return for shareholders, and contributing in a variety of ways to broader economic growth and wellbeing, whilst looking after more than seven million individual, corporate and institutional customers.

STRONG PERFORMANCE

The Company's strategy remains clear, and focused. Legal & General's strong operational cash generation continues to be a key metric, and through our four profitable business divisions we seek to ensure that we deliver balanced, high quality earnings. In 2011 each of these divisions performed well, with significant progress across many product areas including large bulk purchase annuities, workplace pensions, and the increasing internationalisation of our investment management and pension fund de-risking capability.

REGULATORY CHANGE

Our capital strength and operational capability also enables us to prepare with confidence for the sweeping

regulatory changes in prospect over the next few years. I have often said publicly that regulatory uncertainty, and the associated risk of an ill-judged and indiscriminate regulatory over-correction, is among the largest challenges our industry faces. I am pleased that the long-term nature of many insurance products is now a proper focus of debate within the EU institutions.

Among the long list of other regulatory changes we face, the most significant is the Retail Distribution Review (RDR), which comes into effect at the end of 2012. Here I am pleased to report that Legal & General's multi-channel distribution, with its network of strong partnerships, is likely to stand us in good stead.

PEOPLE

Last September, I notified the Board of my intention to retire from Legal & General by the end of 2012. I would like to thank my colleagues and all of Legal & General's employees for their support and commitment since my appointment as Group Chief Executive on 1 January 2006. It has been very much a collective effort, but I believe that today's Legal & General has the right skills, attitudes and strategies, and the financial strength, to serve its customers and shareholders well in the years to come.

OUTLOOK

The macroeconomic, regulatory and social policy environment continues to be unstable and challenging for the life assurance industry. However, your Company has a future rich in opportunity as a result. And a change in post-credit crisis attitudes will create a premium for those companies, such as ours, which do business responsibly, paying due regard to their broader social purpose and putting the customer at the heart of their business model.

Your role as shareholders is vital in securing this future, as is the return we are able to deliver back to you. I am pleased therefore that this year's higher recommended final dividend of 4.74p, and the capacity we have outlined for further growth, are indicative of our continued confidence in the outlook for the business.

Thank you for your support,

TIM BREEDON
GROUP CHIEF EXECUTIVE

BOARD BIOGRAPHIES.

BIOGRAPHIES OF THOSE DIRECTORS SEEKING ELECTION/RE-ELECTION.

1 JOHN STEWART

CHAIRMAN

Skills and experience: John was appointed Chairman of the Company on 1 March 2010. He has extensive experience of financial services. He was 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:

- The Court of the Bank of England
- Southern Cross Stud LLP

Committee membership:

- Nominations Committee (Chair)

2 TIM BREEDON

GROUP CHIEF EXECUTIVE

Skills and experience: Tim was appointed to the Board in January 2002 as Group Director (Investments) and became Group Chief Executive in January 2006. He joined Legal & General in 1987. Tim is the Chairman of the Association of British Insurers and was recently appointed as chair of the BIS Taskforce on non-bank lending. Former directorships include the Investment Management Association and the Financial Reporting Council. Tim is Chairman of the Corporate Social Responsibility Committee.

External appointments:

- Association of British Insurers

3 NIGEL WILSON

GROUP CHIEF FINANCIAL OFFICER

Skills and experience: Nigel was appointed to the Board in September 2009. Prior to joining Legal & General, Nigel was Chief Financial Officer of United Business Media Limited (from 2001) and appointed Deputy Chief Executive in 2008. Previous appointments include non-executive director of Halfords Group Plc, Group Finance Director at Waste Management International Plc, Chief Executive, Corporate, Guinness Peat Aviation (G.P.A.), Head of Corporate Finance and Group Commercial Director of Dixons Group Plc, Managing Director of Stanhope Properties Plc and a consultant at McKinsey & Co.

External appointments:

- Capita plc.

4 MARK GREGORY

GROUP EXECUTIVE DIRECTOR (SAVINGS)

Skills and experience: Mark was appointed to 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 had worked in senior financial and business development roles at companies including Kingfisher Plc and ASDA. Mark is a qualified chartered accountant.

External appointments:

- Westdown Park Management Company Limited

5 JOHN POLLOCK

GROUP EXECUTIVE DIRECTOR (RISK)

Skills and experience: John was appointed to the Board in December 2003, having joined Legal & General in 1980. John's former roles include: Director, UK Operations; Managing Director, Legal & General Asia and various posts in Customer Services and IT.

External appointments:

- The Financial Services Practitioner Panel

6 HENRY STAUNTON

VICE CHAIRMAN AND SENIOR INDEPENDENT

NON-EXECUTIVE DIRECTOR

Skills and experience: Henry was appointed to the Board in May 2004. Henry is an experienced finance professional and well regarded dealmaker with a long history of large corporate transactions. Former roles include: Finance Director of ITV Plc and Granada Group Plc, Chairman of Ashtead Group Plc and non-executive director of EMAP Plc, New Look Retail Group Ltd, Independent Television News Limited, Vector Hospitality Plc and Ladbrokes Plc.

External appointments:

- Standard Bank Plc
- Merchants Trust Plc (The)
- WH Smith Plc
- Capital & Counties Properties Plc

Committee membership:

- Audit Committee (Chair)
- Nominations Committee
- Group Risk Committee

7 RUDY MARKHAM

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:

- Standard Chartered Plc
- AstraZeneca Plc
- United Parcel Service Inc
- CSM NV

Committee membership:

- Nominations Committee
- Remuneration Committee (Chair)

8 DAME CLARA FURSE

INDEPENDENT

NON-EXECUTIVE DIRECTOR

Skills and experience: Clara was appointed to the Board in June 2009. She is Chair of the Lead Expert Group for the UK Government Office for Science's Foresight project on the future of computer trading in financial markets. Former roles and directorships include: non-executive director of LCH Clearnet Group Limited, Euroclear Plc, Fortis and a member of the Shanghai International Financial Advisory Committee. Clara was the Chief Executive of the London Stock Exchange between 2001 and 2009. Her career has spanned a broad range of global financial markets during 32 years in financial services.

External appointments:

- Nomura Holdings Inc
- Amadeus IT Holdings S.A.
- UK Department for Work and Pensions

Committee membership:

- Nominations Committee
- Group Risk Committee

9 NICK PRETTEJOHN

INDEPENDENT

NON-EXECUTIVE DIRECTOR

Skills and experience: Nick was appointed to the Board in November 2010. He has extensive knowledge and experience of the UK and international insurance industry. Former roles include Chief Executive of Lloyd's of London, Chief Executive Officer of Prudential UK & Europe, and Executive Director of Prudential Plc. Nick is a Trustee of the Royal Opera House, Chairman of the Britten-Pears Foundation and Chairman of the Board of Governors of the Royal Northern College of Music.

External appointments:

- Brit Insurance Holdings B.V.

Committee membership:

- Audit Committee
- Nominations Committee
- Remuneration Committee
- Group Risk Committee (Chair)

10 MIKE FAIREY

INDEPENDENT

NON-EXECUTIVE DIRECTOR

Skills and experience: Mike was appointed to the Board in May 2011. He has significant experience in the UK financial services sector. He was previously Deputy Group Chief Executive, Lloyds TSB Group Plc from 1998-2008 and non-executive director of Northern Rock Plc. He is a trustee of the Consumer Credit Counselling Service, a registered charity.

External appointments:

- Vertex Group Limited
- ARP Energy Plc
- Danske Bank A/S
- The Energy Saving Trust Enterprises Limited
- Lloyds TSB Group Pension Trust Ltd

Committee membership:

- Audit Committee
- Nominations Committee
- Remuneration Committee

11 STUART POPHAM

INDEPENDENT

NON-EXECUTIVE DIRECTOR

Skills and experience: Stuart was appointed to the Board in July 2011. Stuart has extensive legal knowledge and business acumen. He was previously the Senior Partner of Clifford Chance LLP from 2003-2011. Stuart is Chairman of TheCityUK, the body created to promote financial services. He is an International Envoy for London. Stuart is also a member of the Business Advisory Forum of the Saïd Business School, Oxford University. Stuart is on the Council of Birkbeck College, University of London, the Royal National Lifeboat Institution and the Barbican Trust.

External appointments:

- Citigroup, Vice-Chair of EMEA Banking

Committee membership:

- Nominations Committee
- Remuneration Committee
- Group Risk Committee

12 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 and a member of its Board since 2008. Previously, she was the Group Director of Corporate Finance at Cable & Wireless plc. At Cable & Wireless plc she held a number of finance roles and was responsible for the Finance, Treasury, and Tax functions. Julia is a member of the ICAEW (ACA) and the Chartered Institute of Taxation.

External appointments:

- 3i Group Plc

Committee membership:

- Audit Committee
- Nominations Committee

NOTICE OF ANNUAL GENERAL MEETING.

Notice is hereby given that the 2012 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 Wednesday 16 May 2012 at 11.00am. Registration will open at 10.00am. 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 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 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 2011 together with the Directors' report and the Auditor's report on those accounts be received and adopted.

Resolution 2 – Final Dividend

That a final dividend of 4.74p per ordinary share in respect of the year ended 31 December 2011 be declared and be paid on 23 May 2012 to shareholders on the register of members at the close of business on 20 April 2012.

Resolution 3 – Election Of Director

That Stuart Popham be elected as a director.

Resolution 4 – Election Of Director

That Julia Wilson be elected as a director.

Resolution 5 – Re-Election Of Director

That Tim Breedon be re-elected as a director.

Resolution 6 – Re-Election Of Director

That Mike Fairey be re-elected as a director.

Resolution 7 – Re-Election Of Director

That Dame Clara Furse be re-elected as a director.

Resolution 8 – Re-Election Of Director

That Mark Gregory be re-elected as a director.

Resolution 9 – Re-Election Of Director

That Rudy Markham be re-elected as a director.

Resolution 10 – Re-Election Of Director

That John Pollock be re-elected as a director.

Resolution 11 – Re-Election Of Director

That Nicholas Prettejohn be re-elected as a director.

Resolution 12 – Re-Election Of Director

That Henry Staunton be re-elected as a director.

Resolution 13 – Re-Election Of Director

That John Stewart be re-elected as a director.

Resolution 14 – Re-Election Of Director

That Nigel Wilson be re-elected as a director.

Resolution 15 – 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 16 – Auditor's Remuneration

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

Resolution 17 – Directors' Report On Remuneration

That the Directors' Report on Remuneration for the year ended 31 December 2011 as set out in the Company's 2011 Annual Report and Accounts be approved.

Resolution 18 – 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 £48,940,832 being not more than one-third of the issued ordinary share capital at 23 March 2012 (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 2013, 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) all 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 19 – Political Donations

That, in accordance with Section 366 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 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,

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 2013. 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 20 – Disapplication Of Pre-Emption Rights

That the directors be given power (subject to the passing of resolution 18) to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 18, 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, 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 18 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 £7,341,125, being 5% of the issued share capital of the Company at 23 March 2012 (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 2013, 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 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 587,289,985, being 10% of the issued share capital as at 23 March 2012;
- 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 2013 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

29 March 2012

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 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 legalandgeneralgroup.com.

Resolution 2

Shareholder approval is required before a final dividend can be paid. This year the directors are recommending the payment of a final dividend of 4.74p per share. If you add this to your interim dividend of 1.66p per share, the total dividend recommended for 2011 will be 6.40p per share (2010: 4.75p per share).

Resolutions 3 to 14

Stuart Popham, who was appointed to the Board as an Independent Non-Executive Director in July 2011 and Julia Wilson, who was appointed to the Board as an Independent Non-Executive Director in November 2011, will offer themselves for election at the AGM.

In accordance with the recommendations of the UK Corporate Governance Code, each other director of the Company will retire and seek re-election at the AGM. Each of the other directors have indicated that they are willing to offer themselves for re-election.

Having considered the performance of, and contribution made by each of the current directors standing for election and 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 election of Stuart Popham and Julia Wilson and the re-election of the other directors seeking re-election.

Biographical details for directors seeking election/re-election are set out on page 5 of this document and on the Company's website at legalandgeneralgroup.com.

Resolutions 15 and 16

At the AGM held on 25 May 2011, 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 15 and 16 propose to re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and authorise the directors to determine the Auditor's remuneration.

Resolution 17

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 2011. The report includes details of the members of the Remuneration Committee, the Company's policy on directors' remuneration, 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 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 18

The Company's directors may 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 2013 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 £48,940,832. This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 23 March 2012, 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, other than pursuant to the exercise of options under employee share schemes. However, it is considered prudent to maintain the flexibility that this option provides.

Resolution 19

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 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 £7,341,125 which is equivalent to 5% of the issued share capital at 23 March 2012, being the last practicable date prior to the publication of this Notice. 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.

The authority under this resolution will last until the next AGM, or until the close of business on 30 June 2013, if earlier.

The directors have no current intention of issuing further shares using this authority. 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 25 May 2011 a special resolution was passed by shareholders allowing the Company to make market purchases of up to 586,956,997 of its own ordinary shares, representing 10% of the Company's issued share capital as at 7 April 2011. During the year ended 31 December 2011 no ordinary shares have been repurchased for cancellation.

The authority sought in 2011 is due to expire at the end of the 2012 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. The directors have no current intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in future. The directors will only exercise this power 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 587,289,985 ordinary shares in aggregate which is equal to approximately 10% of the Company's issued ordinary share capital as at 23 March 2012, 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 23 March 2012, being the latest practicable date prior to publication of this Notice, there were outstanding awards and options to subscribe for ordinary shares representing 1.37% 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 1.71% 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 2013, whichever is the earlier. This resolution will be proposed as a special resolution.

Resolution 22

This resolution is required to reflect the changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009. The Companies (Shareholders' Rights) Regulations 2009 increase the notice period for general meetings of the Company to 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 Annual General Meetings) 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.

The flexibility offered by this resolution will not be 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 Monday, 14 May 2012 (the 'Specified Time') or in the event of an adjournment by no later than 6pm on the date two 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 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. If you are attending in person there is no need to complete a proxy form or form of direction;
- appoint a proxy electronically to vote on your behalf using the share portal at www.landgshareportal.com;
- complete and sign the enclosed pre-paid proxy form or form of direction, and return it to Capita Registrars;
- CREST members may vote via the CREST electronic voting service 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 Capita Registrars (the 'Registrar') on 0871 402 3341. Calls to this number cost 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday. 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 Monday 14 May 2012. Forms of direction must be received by the Registrar by 11am on Friday 11 May 2012. 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, provided that they do not do so 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, <http://investor.legalandgeneral.com/agm.cfm>

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 a 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 23 March 2012 being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 5,872,899,845 ordinary shares carrying one vote each. Therefore the total number of voting rights in the Company as at 23 March 2012 was 5,872,899,845.

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, legalandgeneralgroup.com.

Documents Available For Inspection

Copies of the Executive Directors' service contracts and copies of letters of appointment of the Chairman and Non-Executive Directors 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

Share Portal

You may register your vote electronically at www.landgshareportal.com. You will need your Investor Code which is printed on your proxy form or form of direction. If you would like to register your vote electronically please do so by 11am on Monday 14 May 2012.

Legal & General Corporate Sponsored Nominee

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 by 11am on Friday 11 May 2012.

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 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 Monday 14 May 2012 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.

SHAREHOLDER INFORMATION.

Annual General Meeting

The 2012 AGM will be held on Wednesday 16 May 2012 at 11.00am at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ.

Communications

Internet

Information about the Company, including details of the current share price, is available on the Company's website, legalandgeneralgroup.com.

Investor relations

Institutional investors can contact the Investor Relations Team by telephone on: 020 3124 2345 or email investor.relations@group.landg.com. Private investors can contact the Registrar with any queries by post or telephone:

By post: Capita Registrars Limited, The Registry, 34 Beckenham Rd, Beckenham, Kent BR3 4TU.

By telephone: 0871 402 3341*

* Calls to this number cost 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday. If calling from outside the UK please dial +44 800 1412959.

The Registrar also provides the following services:

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, together with the appropriate share transfer form. The booklet and the share transfer form are also available in the Investors section of the website.

Share portal

Share portal allows you to view your Legal & General shareholding on the internet. Registering is easy; simply log on to www.landgshareportal.com and follow the instructions. You will need your Shareholder Investor Code, which can be found on your share certificate, dividend statement or proxy form. If you have any queries, please call the Shareholder Helpline.

Dividend information

Dividend payments

Legal & General is keen to encourage all its shareholders to have their dividends paid directly into a Bank or Building Society Account. If you would like more details or a dividend mandate form, please log on to www.landgshareportal.com or contact our Registrar.

Dividend Reinvestment Plan

The Legal & General Dividend Reinvestment Plan ('DRIP') enables shareholders to use their cash dividends to purchase Legal & General Group Plc shares.

If you would like more details, please contact our Registrar. Alternatively, the DRIP booklet and mandate form can be found in the Investors' section of the Company's website.

CAPITA SHARE DEALING SERVICE

Telephone and online share dealing service

A quick and easy share dealing service is being provided by Capita Share Dealing Services to sell or buy shares in Legal & General and any other UK leading companies.

An online and telephone facility is available providing shareholders with an easy to access and simple to use service. There's no need to pre-register and there are no complicated forms to fill in. The online and telephone dealing service allows you to trade 'real-time' at a known price which will be given to you at the time you give your instruction.

- www.capitadeal.com (online dealing)
- 0871 664 0364 (calls cost 10p per minute plus network extras). Lines are open Monday – Friday 8am – 4.30pm. If calling from outside the UK, please dial +44 (0) 2033672686.

Charges

Commission will be chargeable per trade as follows:

- Nominee dealing: **online** flat fee of £10, **phone** 0.5% (Minimum £20.00, Maximum £100.00).
- Certificated dealing: **online** 0.75% (Minimum £20.00, Maximum £80), **phone** 1.25% (Minimum £25.00 and Maximum £110.00).

A postal dealing service is also provided by Capita Share Dealing Services to sell/donate shares in Legal & General. The commission charge per sale for nominee dealing is £15 and for certificated dealing is £20. There is no charge for Donations to the charity ShareGift www.sharegift.org.

Further information is available online at www.capitadeal.com.

Financial reports

The Company's financial reports are available on the Company's website, legalandgeneralgroup.com.

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.

General Information

Capital gains tax: For the purpose of calculating UK capital gains tax, the market value on 31 March 1982 of each of the shares 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.

IMPORTANT DATES

14 March 2012	Final Results 2011
18 April 2012	Ex-dividend date (Final Dividend)
3 May 2012	Last day for DRIP elections
16 May 2012	Annual General Meeting
23 May 2012	Payment of Final Dividend for 2011 (to members registered on 20 April 2012)
26 July 2012	Half Year Results 2012
29 August 2012	Ex-dividend date (Interim Dividend)
1 October 2012	Payment of Interim Dividend for 2012 (to members registered on 31 August 2012)

Dates correct at publication but may be subject to change.

SHAREHOLDER OFFERS.

AS A LEGAL & GENERAL SHAREHOLDER, YOU AND YOUR IMMEDIATE FAMILY ARE ENTITLED TO DISCOUNTS AND SPECIAL TERMS ON A RANGE OF OUR PRODUCTS.

**LIFE INSURANCE.
PENSIONS.
BUILDINGS AND CONTENTS INSURANCE.
INVESTMENTS.
OVER 50s LIFE INSURANCE.**

LIFE INSURANCE

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

Helping to protect your family or home couldn't be easier:

- We fix your premiums for the life of the policy, making it easier for you to budget every month (unless you alter your plan).
- We also include terminal illness cover at no extra cost on policies with a term of two or more years. This lasts until 18 months before the end of your policy term.

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.

PENSIONS

We offer preferential annual management charges to shareholders who take out a Legal & General Stakeholder pension plan through shareholder offers on 0500 65 55 55.

Please note that your money is tied up until you take your benefits. The value of your pension fund may fall as well as rise and is not guaranteed.

BUILDINGS AND CONTENTS INSURANCE

25% discount on our standard over-the-phone prices for your buildings and/or contents insurance (**a minimum premium applies**). And the great news is, this discount is for every year that you insure with us, not just the first.

Call the Shareholder Offers telephone number and quote discount code **E001**.

Please note, the discount cannot be backdated or applied to existing policies. This discount is only applicable to new buildings and contents insurance policies, bought through shareholder offers. This discount does not apply to Buy to Let insurance.

INVESTMENTS

Whether you're looking for a unit trust or stocks and shares ISA, Legal & General Investments has something to offer you from our range of funds.

For lump sum and regular investments you'll receive:

- 1% cashback on your ISA investment.
- 1% extra allocation of units for unit trusts.

Although there is no fixed term, you should be prepared to invest for the medium to long term, ideally, five years or more. The value of an investment may fall as well as rise, is not guaranteed and you may get back less than you invested.

OVER 50s LIFE INSURANCE

10% discount on a variety of cover options from our insurance plan. For further details on the cover options available please access the website.

Everyone's different, so our Over 50s Life Insurance Plans are different too, giving you three plans to choose from:

- **The Fixed Plan** – Pays out a fixed cash sum when you die with the certainty of fixed monthly premiums.
- **The Increasing Plan** – Watch your benefit grow when you increase your premiums.
- **The Insured Funeral** – Ensures that the costs of a traditional cremation funeral are covered.

The above offers may be amended or withdrawn at any time.

**GET IN TOUCH TODAY 0500 65 55 55
WE MAY RECORD AND MONITOR CALLS
LEGALANDGENERAL.COM/SHAREHOLDEROFFERS**

Registered office:
Legal & General Group Plc
One Coleman Street, London EC2R 5AA
T 020 3124 2000 F 020 3124 2500

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Designed and produced by Addison www.addison.co.uk

This Report is printed on 9lives 55 Silk paper and has been independently certified on behalf of the Forest Stewardship Council® (FSC). The inks used are all vegetable oil based.

Printed at PurePrint Group, ISO14001,
FSC® certified and CarbonNeutral®.



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