## FINAL TERMS OF THE NOTES

Final Terms dated 22 October 2015

**Legal & General Group Plc**

Issue of £600,000,000 Fixed Rate Reset Subordinated Notes due 2045 under the £3,000,000,000 Euro Note Programme

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 27 May 2015 and the supplemental Prospectus dated 5 August 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, as amended, and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplemental Prospectus are available for viewing during normal business hours and copies may be obtained from the specified office of the Issuing and Paying Agent at 14th Floor, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB.

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<tr>
<td>1</td>
<td>1. <strong>Issuer</strong></td>
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<tr>
<td>2</td>
<td>(i) <strong>Series Number:</strong></td>
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<td>(ii) <strong>Tranche Number:</strong></td>
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<td>3</td>
<td><strong>Specified Currency or Currencies:</strong></td>
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<td>4</td>
<td><strong>Aggregate Nominal Amount of Notes:</strong></td>
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<td>(i) <strong>Series:</strong></td>
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<td>(ii) <strong>Tranche:</strong></td>
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<td>5</td>
<td><strong>Issue Price:</strong></td>
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<td>6</td>
<td>(i) <strong>Specified Denominations:</strong></td>
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<td>(ii) <strong>Calculation Amount:</strong></td>
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<td>7</td>
<td>(i) <strong>Issue Date:</strong></td>
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<td>(ii) <strong>Interest Commencement Date:</strong></td>
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<td>8</td>
<td><strong>Maturity Date:</strong></td>
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<td>9</td>
<td><strong>Interest Basis:</strong></td>
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<td>10</td>
<td><strong>Redemption/Payment Basis:</strong></td>
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<td>11</td>
<td><strong>Change of Interest or Redemption/Payment Basis:</strong></td>
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Call Option: Applicable

(i) Status of the Notes: Dated Subordinated
(ii) Date Board approval for issuance of Notes obtained: 19 May 2015 and 30 July 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14 Fixed Rate Note Provisions: Not Applicable
15 Fixed Rate Reset Note Provisions: Applicable
   (i) Initial Rate of Interest: 5.375 per cent. per annum payable semi-annually in arrear
   (ii) Interest Payment Date(s): 27 October and 27 April in each year
   (iii) Broken Amount(s): Not Applicable
   (iv) Day Count Fraction (Condition 4(i)): Actual/Actual – ICMA
   (v) Determination Date(s) (Condition 4(i)): 27 October and 27 April in each year
   (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): Not Applicable
   (vii) Reset Date(s): The First Call Date, 27 October 2030, 27 October 2035 and 27 October 2040
   (viii) Subsequent Reset Reference Rate(s): Reference Bond
   (ix) Initial Credit Spread: 3.580 per cent. per annum
   (x) Step-Up Margin: 1.000 per cent. per annum
   (xi) Subsequent Reset Rate Screen Page: Not Applicable
   (xii) Mid Swap Maturity: Not Applicable
   (xiii) Reset Determination Date: The fifth Business Day prior to the commencement of the applicable Reset Period
   (xiv) Subsequent Reset Rate Time: 3.00 p.m. (London time)
16 Floating Rate Note Provisions: Not Applicable
17 Zero Coupon Note Provisions: Not Applicable
18 Compulsory Interest Payment Date: Applicable

PROVISIONS RELATING TO REDEMPTION

19 Call Option: Applicable
   (i) Optional Redemption Date(s): 27 October 2025 (the “First Call Date”) and each Interest Payment Date thereafter
   (ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): £1,000 per Calculation Amount
(iii) If redeemable in part:

(a) Minimum Amount: Not Applicable
(b) Maximum Amount: Not Applicable

(iv) Notice period:
Minimum period: 30 days
Maximum period: 60 days

20 Capital Disqualification Call
Special Redemption Price: £1,000 per Calculation Amount

21 Rating Methodology Call
(i) Rating Methodology Event Commencement Date: Issue Date
(ii) Special Redemption Price: £1,000 per Calculation Amount

22 Final Redemption Amount
£1,000 per Calculation Amount

23 Early Redemption Amount
£1,000 per Calculation Amount

Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(d)) or on Event of Default (Condition 10) or other early redemption:

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes:
Bearer Notes
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

25 New Global Note:
No

26 Additional Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates:
Not Applicable

27 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):
Yes. As the Notes have more than 27 interest payments, Talons may be required if, on exchange into definitive form, more than 27 interest payments are still to be made.

DISTRIBUTION

28 U.S. Selling Restrictions:
Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By:

Duly authorised

F. B. TURLEY
GROUP TREASURER
PART B – OTHER INFORMATION

1 LISTING
   (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc’s Regulated Market on or around 27 October 2015.
   (ii) Estimate of total expenses related to admission to trading: £3,650

2 RATINGS
   Applicable
   Ratings:
   S&P: BBB+
   Moody’s: Baa1(hyb)

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE
   Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD
   Applicable
   Indication of yield: 5.389 per cent. per annum in respect of the period from the Issue Date to the First Call Date.
   The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION
   ISIN: XS1310962839
   Common Code: 131096283
   Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):
   Not Applicable
   Delivery: Delivery against payment
   Names and addresses of initial Paying Agent(s):
   Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom
   Names and addresses of additional Paying Agent(s) (if any):
   Not Applicable
   Intended to be held in a manner which would allow Eurosystem eligibility:
   No