

**WE KNOW
EVERY DAY MATTERS
AND WE NEVER FORGET
OUR SOCIAL
PURPOSE
WHICH SEES OUR DEDICATED
PROFESSIONALS
COMMITTED TO BRINGING
FINANCIAL SECURITY
TO OUR CUSTOMERS,
FROM
FIRST TO LAST
TIME BUYERS,
FROM THE
WORLD'S LARGEST
PENSION FUNDS
TO THOSE ON A
DEADLINE TO THE
BREADLINE,
WE DELIVER
SOCIALY USEFUL
PRODUCTS
AND PROVIDE
VALUE
TO OUR
CUSTOMERS.**

2014

ANNUAL GENERAL MEETING.

**11.00am on Wednesday 21 May 2014
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.

HOW WE'RE DOING.

KEY PERFORMANCE INDICATORS

OPERATING PROFIT

£1,158m

(2012: £1,087m)

NET CASH GENERATION

£1,002m

(2012: £865m)

IFRS PROFIT BEFORE TAX

£1,134m

(2012: £1,033m)

RETURN ON EQUITY

16.1%

(2012: 15.4%)

EARNINGS PER SHARE (EPS)

15.20p

(2012: 13.84p)

FULL YEAR DIVIDEND

9.30p

(2012: 7.65p)

TOTAL SHAREHOLDER RETURN (TSR)

171%

(2012: 112%)

Over the three-year period ended 31 December 2013.

EMPLOYEE ENGAGEMENT INDEX

76%

(2012: 78%)

OTHER GROUP INFORMATION

INSURANCE GROUPS DIRECTIVE (IGD) CAPITAL SURPLUS

£4.0bn

(2012: £4.1bn)

Figures after accrual of proposed dividend, based on draft unaudited regulatory returns.

IGD COVERAGE RATIO

222%

(2012: 234%)

EUROPEAN EMBEDDED VALUE (EEV) PER SHARE

190p

(2012: 173p)

Figures including embedded value of LGIM's external funds

S&P FINANCIAL STRENGTH

AA-

(2012: AA-)

Standard & Poor's (S&P) financial strength rating for Legal & General Assurance Society Limited

BUSINESS HIGHLIGHTS

LEGAL & GENERAL ASSURANCE SOCIETY (LGAS)

The Group's protection and savings business provides over six million individual customers and over 8,000 corporate schemes with life insurance, general insurance and savings plans. Our three main areas are: corporate (group pensions and group protection), retail savings (individual pensions, platforms and financial advice) and protection (life protection and general insurance).

LGAS INSURANCE GROSS WRITTEN PREMIUMS

£1,923m

(2012: £1,823m)

LEGAL & GENERAL RETIREMENT (LGR)

LGR provides retirement solutions to around one million customers. The retail business helps customers turn their pension savings into lifelong retirement income. The corporate business helps defined benefit pension schemes manage their annuity liabilities, through buy-out, buy-in and longevity insurance arrangements.

LGR ASSETS

£34.4bn

(2012: £32.2bn)

LEGAL & GENERAL INVESTMENT MANAGEMENT (LGIM)

LGIM is a global asset management business, managing investments on behalf of our institutional and retail customers. We're the largest manager of UK pension fund assets, with over 2,800 schemes. We offer a broad range of fund management services and have a growing international presence.

LGIM ASSETS UNDER MANAGEMENT

£450bn

(2012: £406bn)

LEGAL & GENERAL CAPITAL (LGC)

LGC has completed its first year as a new division. Its core purpose is increasing the risk adjusted returns on the Group's principal balance sheet. Since its creation, LGC has become more focused on improving returns through increasing exposure to direct investments and this remains a key objective for 2014 and beyond.

TOTAL SHAREHOLDER ASSETS

£43.4bn

(2012: £42.9bn)

LEGAL & GENERAL AMERICA (LGA)

LGA is successfully building scale in the US. We offer life insurance plans to individuals with a focus on underwriting expertise and excellence in customer service. LGA has seen strong growth in the last two years and is now a top three US term life insurer, by cover amounts. We now have over one million customers and have written more than \$1 billion premiums in 2013.

LGA GROSS WRITTEN PREMIUMS

£654m

(2012: £584m)



For an online version of our Annual Report please visit our website www.legalandgeneralgroup.com
The report is also available as an iPad app. You can download it from the AppStore.



CHAIRMAN'S STATEMENT

A STRONG PERFORMANCE IN 2013.


Delivering value for customers, shareholders and society.

Our culture and strong sense of social responsibility make Legal & General a special place to work. We celebrate this every year with our Chairman's Community Awards, where I have a chance to thank those employees who contribute the most.

HOW WE PERFORMED

Our total shareholder return over the last three years was 171%, making us a strong performer in the global life sector. We are proposing a 2013 full year dividend of 9.30p, an increase of 22% over 2012. We delivered another strong financial performance in 2013. Profit before tax was £1,134 million (2012: £1,033 million) and earnings per share were 15.20p (2012: 13.84p). We've also updated our future dividend guidance.

CLEAR STRATEGY, STRONG DELIVERY

Our clear strategy is aligned with long-term global macro-trends: ageing populations, constrained welfare spending, the need for long-term investment, globalised asset markets and a digital economy. Our highly dedicated workforce

focuses on delivering this strategy in our chosen markets: investment management, retirement solutions, insurance and long-term savings. We work hard to develop talent and in 2013 restructured our business to serve our customers more efficiently.

I would like to thank all our employees for their hard work during 2013.

GOVERNANCE AND RISK MANAGEMENT

Legal & General's governance is led by the Board. It performed effectively in 2013 and its work is detailed on pages 52 to 103 of the 2013 Annual Report and Accounts. Henry Staunton, Dame Clara Furse and Nick Prettejohn retired from the Board during 2013. I am very grateful for their contributions. Mark Gregory was appointed as group chief financial officer, and we were pleased to welcome Lindsay Tomlinson and Lizabeth Zlatkus as new Board members.

Running a substantial financial services company in a complex global environment requires strong

risk management. In 2013, under the leadership of the Risk Committee, we further strengthened our approach to identifying and mitigating market and operational risks.

OUR WIDER ROLE

We provide vital products and services for our customers. We also play an important role in the broader economy and society, and in 2013 our wider contribution was recognised by Business in the Community's award of 'Platinum Big Tick' status.

A PROMISING FUTURE

The Board believes our financial strength, skill-base and ambition position us well for future growth.

I hope to see many of you at our AGM.

**JOHN STEWART
CHAIRMAN**



STEPPING UP: NEW OPPORTUNITIES.

EARNINGS PER SHARE

15.20p

(2012: 13.84p)

RETURN ON EQUITY

16.1%

(2012: 15.4%)

PENSIONERS WHO DEPEND ON OUR RETIREMENT INCOME

1m

MEMBERS IN OUR WORKPLACE PENSION SCHEMES

1m

Profitable growth for our business; personal growth for our employees; growth that drives the economy and helps our customers achieve their goals.

The UK and US economies are growing again: our LGIM economists are currently forecasting 3% growth for both countries in 2014. But Britain's economic growth relies too much on ultra-low interest rates, printing new money, and rising house prices. This recovery is driven by spending, without enough investment by companies or government. These are not long-term economic solutions.

Quantitative easing worked as an economic emergency measure, but it helped the 'haves' rather than the 'have-nots'. There's now 30 million people working in the UK, but real-terms earnings for a typical British household are 6% lower than five years ago, and productivity in most sectors has moved backwards. Housing is in short supply and unaffordable for many: we need to speed up planning and double the number of homes being built. We need to make saving for old age more effective, building on pension auto-enrolment but with a fairer tax system. And we need to help government reduce the deficit,

in ways that are fair between generations and which avoid hurting the most vulnerable.

INVESTING IN BRITAIN

Legal & General is well-placed to help, by stepping up investment and developing opportunities in ways which benefit our policyholders and shareholders. We strongly support investment in infrastructure: in housing, energy, health, transport and education. Britain needs over 200,000 more houses each year: for the first-time and the last-time buyer and every stage in between. We have put over £3 billion into these areas so far, and alongside other insurers have committed another £25 billion over the next five years.

With huge resources – over £450 billion in total assets under management – we aim to build a framework for sustained future economic growth, creating homes and jobs, and helping to deliver necessities like energy and transport at affordable prices.



Go online to see a video presentation from CEO Nigel Wilson
<http://investor.legalandgeneral.com>

WORKING FOR SHAREHOLDERS, CUSTOMERS AND SOCIETY

We are paying 2013 dividends of £550 million and our shareholders earned a total return of 61% in 2013.

We have over 10 million customers globally and in 2013 we paid £4.9 billion in net claims to customers, including £1.9 billion in annuity payments.

We invest over £450 billion, employ over 9,000 people and in 2013 paid £877 million in tax.

DEALING WITH RISK

The Government has reduced the UK deficit to £96 billion. But annual expenditure is running at around £700 billion and tax receipts are only £600 billion. Austerity alone can't offset the rising welfare costs of people living longer and needing more care. Risks and costs need to be shared differently between the government and individuals, who will increasingly have to make better financial provision.

This happens already in pensions where auto-enrolment has been a success. We now have over a million workplace pension customers, and our scale and efficiency has driven down costs for savers: in 2013 we capped charges for our pension-saving customers at 0.5% and improved standard annuity prices by approximately 11%.

Risk-sharing, between the government, individuals and companies needs to be extended. Good value mass-market insurance products covering sickness or redundancy that reduce the costs of welfare for governments and taxpayers are an obvious next step.

PARTNERSHIPS THAT DELIVER

For a long term business, public policy uncertainty presents a risk. We need the right regulatory and policy environment to deliver the right products to customers at the right prices. The Solvency II legislation made progress in 2013, and thanks to HM Treasury's successful negotiation, managed to avoid the worst pitfalls, but uncertainties remain. We've spent £154 million and need to be sure that the EU's capital requirements will not be gold-plated in the UK to the detriment of our customers.

Regulation that enables consumers to access affordable, relevant financial advice and products requires a strong partnership between industry, government and regulators – and this is what we want. We need to keep improving products; delivering better pricing through greater efficiency; and providing service levels for customers that are consistent with our culture, brand and values.

THE STRENGTH OF OUR PEOPLE

Insurance and investment management are technical businesses, but people businesses too. We employ some of the best and most committed people in financial services. We're becoming a destination for talent and are

determined to grow our people and skills. We have to identify future leaders, ensuring we realise their potential. We're delighted this was recognised by the Sunday Times Best Big Companies survey, which again ranked us among the top 25 large employers in 2013.

THE POWER OF CHANGE: ANALOGUE TO DIGITAL

In 2013, we invested in new areas like digital platforms and supplemented our organic growth with four acquisitions: Lucida, CALA Homes, Cofunds and the Idol, the latter two being in the digital space. Our industry is transforming, automating and speeding up processes and increasingly interacting with customers online.

We're on an exciting operational and financial journey: five years ago net cash was £320 million, it's now over £1 billion; dividends have grown by 129% and our share price has improved tenfold. And our business performed well again in 2013. Net cash generation was £1 billion, earnings £896 million and our total shareholder return for 2013 was 61%.

The future is just as exciting. We have scale and financial strength. We matter to the broader economy and are a socially useful business: in 2013 BITC recognised this by awarding us their top, 'platinum', rating for our CSR programme for the third year running.

Thank you for having the confidence to invest in us.



NIGEL WILSON
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 and has extensive experience of financial services. He is a member of the Court of the Bank of England, a non-executive director of the Financial Reporting Council and is chairman of Guide Dogs for the Blind. He was previously 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
- The Court of the Bank of England
- Guide Dogs for the Blind (Chairman)
- The Financial Reporting Council

Committee membership:

- Nominations Committee

2 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.

Prior to joining Legal & General, Nigel was deputy chief executive and chief financial officer of United Business Media plc. Nigel was a senior independent director (SID) of The Capita Group plc and was SID/Chairman of Halfords Group Plc.

Previous appointments include; McKinsey & Co, (where clients included BP, Citibank, Cadbury's, 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.

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

External appointments:

- ABI

3 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:

- Standard Chartered Plc
- AstraZeneca Plc
- Moorfields Eye Hospital (Chairman)
- Corbion N.V. (Supervisory Board Chairman)
- United Parcel Service Inc

Committee membership:

- Remuneration Committee (Chairman)
- Nominations Committee

4 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:

- ABI Advisory Panel
- Investment Management Association

5 JOHN POLLOCK CHIEF EXECUTIVE OFFICER, LEGAL AND GENERAL ASSURANCE SOCIETY ('LGAS')

Skills and experience: John was appointed chief executive officer, LGAS on 1 July 2013. John was previously chief executive officer of the Protection and Annuities business and 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 based in Sydney Australia and various posts in Customer Services and IT. John holds a BSc from Strathclyde University and is a Fellow of the Royal Geographical Society.

External appointments:

- ABI Long Term Savings and Life Insurance Committee
- Financial Conduct Authority Practitioner Panel

6 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 had worked in senior financial and business development roles at companies including Kingfisher Plc and ASDA. He is a qualified chartered accountant.

7 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. Stuart is chairman of the Royal Institute of International Affairs ('Chatham House') and was from 2008 to 2012 chairman of TheCityUK, a body created to promote financial services. Stuart sits on the Council of Birkbeck College, University of London, the Royal National Lifeboat Institution and the Barbican Trust.

External appointments:

- Citigroup, Vice Chairman of EMEA Banking

Committee membership:

- Nominations Committee
- Remuneration Committee
- Risk Committee

8 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 (Chair)
- Nominations Committee
- Risk Committee

9 LINDSAY TOMLINSON INDEPENDENT NON-EXECUTIVE DIRECTOR

Skills and experience: Lindsay was appointed to the Board in May 2013. He has extensive investment management experience having spent a large part of his career with Barclays Global Investors (now Blackrock). He held senior executive roles including as UK CEO, pan European CEO and later becoming the firm's vice-chairman. Lindsay's former roles also include: chairman of the Code Committee of the Takeover Panel, director of the Financial Reporting Council and chairman of the Investment Management Association. He was also previously chairman of the UK's National Association of Pension Funds.

Committee membership:

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

10 LIZABETH ZLATKUS INDEPENDENT NON-EXECUTIVE DIRECTOR

Skills and experience: Lizbeth was appointed to the Board in December 2013. She spent a 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 her role as co-president of Hartford Life Insurance Companies. She served on various insurance industry committees including her role as regulatory chair for the North American Chief Risk Officers Council. Outside of her professional career, Lizbeth has been actively involved with various educational, health and science organisations. In addition she was selected to be a member of the President's Committee on Employment of People with Disabilities, due to her work with the disability community.

Committee membership:

- Nominations Committee
- Risk Committee

NOTICE OF ANNUAL GENERAL MEETING.

Notice is hereby given that the 2014 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 21 May 2014 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 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 2013 together with the Directors' Report, the Strategic Report and the Auditor's Report on those accounts be received and adopted.

Resolution 2 – Final Dividend

That a final dividend of 6.90p per ordinary share in respect of the year ended 31 December 2013 be declared and be paid on 4 June 2014 to shareholders on the register of members at the close of business on 25 April 2014.

Resolution 3 – Election of Director

That Lizabeth Zlatkus be elected as a director.

Resolution 4 – Re-Election of Director

That Mark Zinkula be re-elected as a director.

Resolution 5 – Re-Election of Director

That Lindsay Tomlinson be re-elected as a director.

Resolution 6 – Re-Election of Director

That Stuart Popham be re-elected as a director.

Resolution 7 – Re-Election of Director

That Julia Wilson 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 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 – Directors' Remuneration Policy

That the Directors' Remuneration Policy as set out on pages 73 to 85 of the Directors' Report on Remuneration contained within the Company's 2013 Annual Report and Accounts be approved.

Resolution 16 – Directors' Report on Remuneration

That the Directors' Report on Remuneration (excluding the Directors' Remuneration Policy set out on pages 73 to 85) for the year ended 31 December 2013, as set out in the Company's 2013 Annual Report and Accounts, be approved.

Resolution 17 – Performance Share Plan

That:

- a) the rules of the Legal & General Group Plc Performance Share Plan 2014 (the 'PSP'), as summarised in the explanatory notes to the Notice of Meeting (a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification) be approved and adopted; and
- b) the directors of the Company be and are hereby authorised to do all acts, matters and things which they may consider necessary or desirable in order to carry the PSP into effect, including the making of non-material or consequential amendments thereto and that the

directors of the Company be and are hereby authorised to establish further plans based on the PSP with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate, provided that any shares made available under such other plans shall be treated as counting against any individual or overall limits contained in the PSP.

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 £49,312,706, being not more than one third of the issued ordinary share capital at 28 March 2014 (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 2015, 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 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 2015. 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 £7,396,906 being 5% of the issued share capital of the Company at 28 March 2014 (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 2015, 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 591,752,468 being 10% of the issued share capital as at 28 March 2014;
- 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 2015 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

3 April 2014

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.

Resolutions 3 to 12

Lizbeth Zlatkus, who joined the Board as a non-executive director on 1 December 2013, will offer herself 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, with the exception of Mike Fairey, who intends to retire at the end of 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 Lizbeth Zlatkus and the re-election of the other directors seeking re-election.

Biographical details for directors seeking election/re-election are set out on page 6 of this document and on the Company's website at www.legalandgeneralgroup.com.

Resolutions 13 & 14

At the AGM held on 22 May 2013, 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

The Company is separately required to seek shareholder approval of its Directors' Remuneration Policy set out in the Directors' Report on Remuneration. This vote is a binding one.

The Directors' Remuneration Policy, if approved, will take effect from receipt of shareholder approval and will apply until replaced by a new or amended policy. Once the policy is effective, the Company will not be able to make remuneration payments to a director, or loss of office payments to a current or past director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

If the Directors' Remuneration Policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the Companies Act 2006 (the "Act"), continue to make payments to directors in accordance with its existing contractual and policy arrangements and will seek shareholder approval for a revised policy as soon as practicable.

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 (excluding the policy on remuneration of directors (the 'Directors' Remuneration Policy') which is dealt with in resolution 15) for the financial year to 31 December 2013. The report includes details of the remuneration outcomes for executive directors for 2013, how the Directors' Remuneration Policy will be operated in 2014, and details of the Remuneration Committee. 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 existing Legal & General Group Plc Performance Share Plan ('2004 PSP') was approved by shareholders on 28 April 2004. The 2004 PSP had a ten year life with no awards to be made after the tenth anniversary of its approval. The Company is therefore seeking shareholder approval of a replacement Performance Share Plan to complement the existing executive compensation arrangements.

A copy of the full rules of the Legal & General Group Plc Performance Share Plan 2014 (the 'PSP') is available for inspection, as detailed below in the Documents Available For Inspection section of this Notice.

The principal terms of the PSP are as follows:

1 Eligibility

Employees and executive directors of the Company and designated subsidiaries and joint ventures are eligible to participate in the PSP.

2 Grant of awards

In the case of executive directors of the Company and designated individuals the Remuneration Committee will decide who will participate in the PSP and how many shares they may receive. In all other cases the Board or any person or persons to whom it delegates its functions will decide who will participate in the PSP and how many shares they may receive. The body making the decisions is referred to as the 'Committee'.

Awards made to executive directors of the Company under the PSP will be consistent with the latest Directors' Remuneration Policy approved by shareholders.

Under the PSP, participants are granted a right to receive shares in the Company in the future, subject to them remaining in employment and subject to the satisfaction of performance conditions. The right (referred to as an award) can take the form of rights to free shares, options to acquire shares at an exercise price set at the time of grant (which may be zero) or shares issued or transferred at grant which are forfeited to the extent the award lapses. When the participant becomes entitled to the shares the award is said to have vested. Awards may also be granted on the basis that they will be settled in cash rather than shares.

Awards will normally only be granted within 42 days of the announcement of the Company's results for any period, or of the AGM, or at other times in exceptional circumstances (e.g. on a recruitment). No awards can be granted more than 10 years after the PSP's approval by shareholders. It is intended that the first awards will be made under the PSP shortly after it has been approved by shareholders.

3 Performance conditions

The receipt of shares on the vesting of an award will be subject to a performance condition set by the Committee at the time of grant tested over at least three financial years; and awards made to executive directors of the Company will be subject to the performance measures described in the Director's Remuneration Policy from time to time. In accordance with the Directors' Remuneration Policy, buy-out awards may not (depending on the circumstances) be subject to performance. For example, where the size of the buy-out grant already takes into account the extent to which the old award would have vested.

4 Individual limits

Limits on awards to executive directors of the Company will be set out in the prevailing Directors' Remuneration Policy from time to time and any diversion from those limits will require a change to the policy and renewed shareholder approval. The Committee's current intention is that the normal award opportunity for executive directors will be 250% of annual basic salary.

In addition, under the PSP rules, grants to any participant in respect of any financial year are limited to 300% of his or her annual basic salary.

5 Vesting of awards

Awards will normally only vest at the end of a period set at the time of grant, to the extent any performance condition is met. The Committee can reduce the level of vesting below that produced by the performance condition if it considers that this is not reflective of the underlying financial performance of the Company, or has been achieved outside the Company's risk framework.

To the extent the award vests, shares will normally be issued or transferred to the participant or, in the case of an option, the participant may exercise the option. Instead of issuing or transferring shares on vesting, release or exercise, the Committee can decide to pay a cash amount equal to the value of those shares (less any exercise price in the case of an option).

An award:

- will normally lapse if the participant leaves; and
- will be subject to adjustment,

(both as described below).

An award can be granted on the basis that some or all of the shares must be retained for an additional period after the initial vesting. The current intention is that, subject to performance, awards will be released in three equal tranches following the third, fourth and fifth anniversaries of the start of the performance period.

An award can be granted on the basis that the participant will receive an additional amount when the shares are released or awards exercised based on the dividends paid on the number of shares in respect of which the award vests. This may be in cash or additional shares. The current intention is that participants will only receive this in respect of dividends paid on vested awards during the required retention period.

6 Adjustment

The Committee may apply malus (i.e. reduce the number of shares in respect of which an award vests, or delay such vesting, or impose additional vesting conditions) in the event of financial misstatement, personal misconduct, failure of risk management, reputational damage or other exceptional circumstances identified by the Committee.

The Committee may also, in exceptional circumstances, claw back share awards which have already been released to individuals, if it considers it appropriate to do so having regard to such factors as it deems relevant – such as the likelihood of recovery, any loss suffered, and the link between the award and the event. (Clawback will normally only apply within 4 years of the end of the relevant performance period)

7 Leaving employment

If a participant leaves employment before vesting or during the retention period, their award will normally lapse and any shares will be forfeited.

But if the participant leaves because of:

- disability, ill-health or injury;
- redundancy;
- retirement with Company agreement;
- sale of his employer; or
- in other circumstances if the Committee allows,

the award will continue in effect and vest on the original vesting date (or as the case may be at the end of the retention period). Alternatively, if the Committee so decides, the award will vest on leaving.

An award will only vest on or after leaving or death to the extent that the performance condition is satisfied at the date of vesting and unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the early leaving.

8 Takeovers and reorganisations

Awards will generally vest early on a takeover of the Company, merger or other corporate reorganisation. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company.

Where an award vests in these circumstances, the Committee will determine the level of vesting, having regard to the extent to which the performance condition has been satisfied to the date of vesting (subject to downward discretion based on underlying performance), and to the fact that the award is vesting early.

9 Plan limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the PSP and all other employee share plans operated by the Company. In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or be issuable under award under all discretionary share award plans adopted by the Company. These limits do not include awards which have lapsed but will include awards satisfied with treasury shares as if they were newly issued shares.

10 General

The number or type of shares subject to an award and/or any exercise price may be adjusted to reflect a rights issue, demerger or any variation in the share capital of the Company. Awards are not transferable (except to personal representatives on death) and are not pensionable and participants do not pay for the grant of an award.

Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

If an award is granted as an option, it will lapse, at the latest, on the 10th anniversary of the date of grant or on such earlier date as may be specified on grant.

11 Amendments

The Committee can amend the rules of the PSP in any way. However, in accordance with the Listing Rules shareholder approval will be required to amend certain provisions of the rules to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to awards and shares, the adjustment of awards on variation in the Company's share capital and the amendment powers.

The Committee can, without shareholder approval, make minor amendments to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. They can also amend any performance conditions without shareholder approval if anything happens which causes the Committee to consider it appropriate to do so.

Any changes to the rules affecting executive directors will be subject to the Directors' Remuneration Policy from time to time.

Resolution 18

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 2015 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 £49,312,706. This amount represents approximately one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 28 March 2014, 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 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 £7,396,906 which is equivalent to 5% of the issued share capital at 28 March 2014, 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 2015 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 22 May 2013 a special resolution was passed by shareholders allowing the Company to make market purchases of up to 591,358,534 of its own ordinary shares, representing 10% of the Company's issued share capital as at 27 March 2013. During the year ended 31 December 2013 no ordinary shares have been repurchased for cancellation.

The authority sought in 2013 is due to expire at the end of the 2014 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 591,752,468 ordinary shares in aggregate which is equal to approximately 10% of the Company's issued ordinary share capital as at 28 March 2014, 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 28 March 2014, being the latest practicable date prior to publication of this Notice, there were outstanding awards and options to subscribe for ordinary shares representing 1.6% 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 2.0% 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 2015, 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.

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, 19 May 2014 (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');
- 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 15 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 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 15. Please note that to be valid, all proxy forms must be completed, signed and received by the Registrar by 11am on Monday 19 May 2014. Forms of direction must be received by the Registrar by 11am on Friday 16 May 2014. 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 28 March 2014 being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 5,917,524,679 ordinary shares carrying one vote each. Therefore the total number of voting rights in the Company as at 28 March 2014 was 5,917,524,679.

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.landgeneralgroup.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 a copy of the proposed Legal & General Group Plc Performance Share Plan 2014 rules 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

You may register your vote electronically at www.landshareportal.com. You will need your Investor Code which is printed on your proxy form. If you would like to register your vote electronically please do so by 11am on Monday 19 May 2014.

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.landshareportal.com by 11am on Friday 16 May 2014.

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 19 May 2014 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 Asset Services 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 2014 Annual General Meeting ('AGM') will be held on Wednesday 21 May 2014 at 11.00am at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ. The AGM provides the Company with the opportunity to meet its shareholders. The Board regards the AGM as an important opportunity to communicate directly with private investors. This Notice 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 6.90p per share. If you add this to your interim dividend of 2.40p per share, the total dividend recommended for 2013 will be 9.30p per share (2012: 7.65p per share). The key dates for the payment of dividends are set out in the Important Dates section.

DIVIDEND PAYMENTS

The Company 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 contact the Registrar.

Details of how to contact the Registrar can be found on the opposite page and on our website.

DIVIDEND REINVESTMENT PLAN

The Legal & General Dividend Reinvestment Plan ('DRIP') enables shareholders to use their cash dividends to purchase Legal & General Group Plc shares. For the final dividend payment for 2013 the deadline for DRIP applications is 15 May 2014. 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 website.

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 by email: investor.relations@group.landg.com

Share fraud warning

In recent years many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters which imply a connection to the company concerned. These are typically from overseas-based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments.

They can be very persistent and extremely persuasive. 5,000 people contact the Financial Conduct Authority ('FCA') about share fraud each year, with victims losing an average of £20,000. It is not just the novice investor that has been duped in this way; many of the victims had been successfully investing for several years. Shareholders are advised to be wary of any unsolicited advice, offers to buy shares at a discount or offers of free reports into the Company.

If you receive any unsolicited investment advice, make sure you get the correct name of the person and organisation and make a record of any other information they give you, e.g. telephone number, address, etc.

Check that they are properly authorised by the FCA before getting involved. You can check at www.fca.org.uk/register/.

The FCA also maintains on its website a list of unauthorised overseas firms who are targeting, or have targeted, UK investors and any approach from such organisations should be reported to the FCA so that this list can be kept up to date and any other appropriate action can be considered. If you deal with an unauthorised firm, you would not be eligible to receive payment under the Financial Services Compensation Scheme. Contact details for the FCA can be found on the FCAs website <http://www.fca.org.uk/site-info/contact>.

Inform our Registrar, Capita Asset Services, on 0871 402 3341. They are not able to investigate such incidents themselves but will record the details and pass them on to us and liaise with the FCA.

Details of any sharedealing facilities that the Company endorses will be included in Company mailings.

More detailed information on this or similar activity can be found on the FCA website <http://www.fca.org.uk/consumers>.

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

You can contact our Registrar:

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

By telephone: 0871 402 3341*. If calling from outside the UK please dial + 44 800 1412959.

* Calls to this number cost 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday.

By email: landgshares@capita.co.uk

The Registrar also provides the following services:

CORPORATE SPONSORED NOMINEE

The Corporate Sponsored Nominee allows you to hold shares in the Company without the need for a share certificate and enables you to benefit from shorter market settlement periods. Individual shareholders hold their Company 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 Company 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.

SHARE DEALING SERVICE

A quick and easy share dealing service is provided by Capita Share Dealing Services to sell or buy shares in the Company and any other leading UK companies. Further information is available online at www.capitadeal.com.

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.

Important Dates:

5 March 2014	Final Results 2013
23 April 2014	Ex-dividend date (Final Dividend)
15 May 2014	Last day for DRIP elections
21 May 2014	Annual General Meeting
4 June 2014	Payment of Final Dividend for 2013 (to members registered on 25 April 2014)
6 August 2014	Half Year Results 2014
27 August 2014	Ex-dividend date (Interim Dividend)
1 October 2014	Payment of Interim Dividend for 2014 (to members registered on 29 August 2014)

OUR COMMITMENT TO OUR SHAREHOLDERS.

As a Legal & General shareholder we have a range of discounts and special terms available to you and your family. So if they don't already know about these special terms, why not tell them today? Please note we can only give you limited information about our products and can't offer you any financial advice. If you choose to buy a policy, it will be your decision to make sure it meets your needs.

NEW! 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.**

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 ISA and Junior ISA investments. For Unit Trusts a 1% extra allocation of units is added to investments.

Why invest with us?

We're one of the UK's biggest providers of index tracking investments managing £269 billion on behalf of our customers (as at December 2013). We've also just been voted Best Investment ISA provider at the Personal Finance Awards, for the second year running. Past performance is not a guide to future performance.

ISA and Unit Trust investments start from as little as £50 a month, or with a lump sum from just £500.

* Terms and conditions apply.

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 current annual limit of £3,840.

Before you invest

The value of an investment and any income from it may fall as well as rise. You/your child may get back less than you invest. Although there is no fixed term, you should consider an ISA or Unit Trust investment to be medium to long-term, ideally five years or more. The way the Government treats tax on ISAs may change in the future. The value of the tax advantages depends on individual circumstances.

For more information, visit our shareholder website www.legalandgeneral.com/shareholderoffers.

LIFE INSURANCE – 25%

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

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.

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 policies.

OVER 50s LIFE INSURANCE – 10%

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 0500 65 55 55.

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 fund may fall as well as rise.

GENERAL INSURANCE – NEW PRODUCTS AND DISCOUNTS!

15% off our online prices on Essentials & Extra home insurance

Our Essentials policy, while providing important cover for fire, flood and theft, and a wide variety of other causes, gives lower levels of cover, than our Extra policy. Please call our sales team on 0500 65 55 55. **Please quote E001.**

25% off Landlord insurance

Please call our sales team on 0500 65 55 55. **Please quote E001.**

15% off Enhanced home insurance

For higher value cover needs, including for a buildings sum insured of £800,000 plus or contents sum insured of £80,000 plus, (arranged and administered by Aqueduct Underwriting Ltd and underwritten by a panel of trusted insurers). **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 Ultimate Insurance Company Limited and Ageas 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.**

Car insurance

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.

We have two offers for you to choose from:

1. A discount off your premium

This offer will provide you with the best premium from Legal & General car insurance. You'll receive a premium that's on average 3% lower than the consumer price, based on pricing information from October/November 2013. This offer is available online and over the phone and the discount is available for the life of the policy – and not just the first year. **Please quote E001.**

2. Free Breakdown and Keycare offer

If you buy a new car insurance policy direct from us before 31 December 2014 you'll get Free UK Roadside and Recovery Breakdown cover worth £59.99 (upgrades are available) for 1 year and Free Keycare cover worth £23.99 for 1 year. At renewal, Breakdown and Keycare cover and the cost of this cover will be added to your policy and detailed in your renewal documents.

This offer is available online from www.legalandgeneral.com/car-insurance where you will find full terms and conditions. If applying for this offer online the free add-on products will be automatically added to your policy. Please leave the promotional code box blank when obtaining your quote.

If you would like to purchase over the phone, call 0800 197 6483 and don't forget to tell our adviser which offer you'd like to receive. If you'd like to hear the terms and conditions please ask. We may record and monitor calls. Call charges will vary.

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

To take advantage of these General Insurance discounts 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.



For more details about our products, to get a personal quote, apply for cover or take out an investment, please call **0500 65 55 55**. We may record and monitor calls. Call charges will vary. Lines are open as follows:

Valuation and Surveying Services – 9am – 5.30pm Monday to Friday
General Insurance – 8am – 8pm Monday to Thursday, 8am – 6pm Friday, 9am – 1pm Saturday
Investments – 9.30am – 6pm Monday to Friday
Life Insurance – 8am – 8pm Monday to Friday, 9am – 5pm Saturday
Over 50s Life Insurance – 8am – 8pm Monday to Friday, 9am – 5pm Saturday
Pensions – 8am – 8pm Monday to Friday, 9am – 5pm Saturday

Alternatively visit our website: www.legalandgeneral.com/shareholderoffers.

Please note that each offer has terms and conditions and may be withdrawn at any time.

Approval number H146445, expiry date March 2015

Registered office:
One Coleman Street, London EC2R 5AA
T 020 3124 2000 F 020 3124 2500

Legal & General Group Plc is a holding company, subsidiary undertakings of which are authorised and regulated by the Financial Conduct Authority and/or Prudential Regulation Authority, as appropriate. We are a member of the Association of British Insurers.

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www.addison-group.net

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This paper is independently certified according to the rules of the Forest Stewardship Council® (FSC). The manufacturing mill holds the ISO 14001 environmental certification and EU Eco-label (EMAS).

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