

ORDINARY RESOLUTIONS

1. That the Report and Accounts for the year ended 31 December 2003 be received and considered.
2. That a final dividend of 3.33p per Ordinary share be declared.
3. That C. R. R. Avery, who retires by rotation, be re-elected as a director.
4. That J. B. Morgans, who retires by rotation, be re-elected as a director.
5. That J. B. Pollock, who was appointed by the Board since the last Annual General Meeting and who retires in accordance with Article 86, be elected as a director.
6. That D. J. Prosser, who retires by rotation, be re-elected as a director.
7. That Dr. R. H. Schmitz, who retires by rotation, be re-elected as a director.
8. That J. M. Strachan, who was appointed by the Board since the last Annual General Meeting and who retires in accordance with Article 86, be elected as a director.
9. That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
10. That the directors be authorised to determine the auditors' remuneration.
11. To approve the Directors' Report on Remuneration as set out on pages 29 to 34 of the Report and Accounts.
12. That the directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of that Act) up to an aggregate nominal amount of £8,129,827, being 5% of the issued share capital of the Company as at 31 December 2003, in substitution for all previous such authorities, provided that this authority shall (unless renewed) expire on the conclusion of the Annual General Meeting of the Company to be held in 2005 or 30 June 2005 if earlier, except that the Company may at any time prior to the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority.

SPECIAL RESOLUTIONS

13. That, subject to the passing of resolution No. 12, the directors of the Company be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) under the authority conferred by resolution No. 12 as if Section 89(1) of that Act did not apply, provided that this authority shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue in favour of shareholders where the equity securities are offered to each shareholder in the same proportion (as nearly as may be) to the number of shares held by each shareholder (subject to such exclusions or other arrangements as the directors of the Company may think fit in connection with fractional entitlements or legal or practical problems arising in connection with the laws of, or requirements of, any recognised regulatory body or stock exchange in any territory); and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £8,129,827, being 5% of the issued share capital of the Company as at 31 December 2003, and shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2005 or 30 June 2005 if earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

14. That the directors of the Company be and they are hereby granted, pursuant to Article 7 of the Articles of Association of the Company and in accordance with Section 166 of the Companies Act 1985, general and unconditional authority to make market purchases of any of its Ordinary shares upon, and subject to, the following conditions:
 - (a) the maximum number of ordinary shares in the Company hereby authorised to be acquired is 325,193,096 shares, being 5% of the issued share capital of the Company as at 31 December 2003.
 - (b) the minimum price which may be paid for each Ordinary share is 2.5p.
 - (c) the maximum price which may be paid for Ordinary shares is an amount equal to 105% of the average of the middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary shares are purchased; and
 - (d) the authority hereby conferred shall (unless renewed) expire on the conclusion of the Annual General Meeting to be held in 2005 or 30 June 2005 if earlier, except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of Ordinary shares which would or might be completed wholly or partly after the expiry of such authority.

15. That the Articles of Association be and they are hereby amended by the deletion from Article 4 of the figures “£150,000,000” and “6,000,000,000” and the substitution therefor of the figures £230,000,000 and 9,200,000,000”, respectively.
16. That the Articles of Association of the Company be and they are hereby further amended by the deletion from Article 95 of the figure “£750,000” and the substitution therefor of the figure “£1,000,000”.
17. That the Articles of Association of the Company be and they are hereby further amended as follows:-
 - (a) by the deletion from Article 86 of the words “but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting”;
 - (b) by the deletion of Article 87, including the heading thereof, and the substitution therefor of the following:

“Regular retirement of Directors

At every Annual General Meeting, there shall retire from office any director who shall have been a director at each of the preceding two Annual General Meetings and who was not appointed or re-appointed by the Company in general meeting at, or since, either such meeting.”
 - (c) by the deletion from Article 88 of the first three sentences and of the words “(both as to number and identity)” in the fifth sentence and the amendment of the fourth sentence so that it reads: “In addition to the directors required to retire by Article 87, a director who would not otherwise be required to retire shall retire if he is aged 70 or more at the date of the meeting.”;
 - (d) by the deletion from Articles 91 and 92 of the words “(whether by rotation or otherwise)”.
18. That the Legal & General Group Plc Share Bonus Plan 2004 (the “SBP”) as set out in the printed copy marked ‘A’ produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, a summary of which is described in the explanatory notes to the Notice of Annual General Meeting dated 25 February 2004, be adopted and established and the directors of the Company be and they are hereby authorised to do all acts, matters and things which they may consider necessary or desirable in order to carry the SBP into effect, including the making of non-material or consequential amendments thereto.
19. That the Legal & General Group Plc Performance Share Plan 2004 (the “PSP”) as set out in the printed copy marked ‘B’ produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, a summary of which is described in the explanatory notes to the Notice of Annual General Meeting dated 25 February 2004, be adopted and established and the directors of the Company be and they 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.

By Order of the Board