

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 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.

ANNUAL GENERAL MEETING 2010

11.30am on Wednesday 26 May 2010



Registered office:
Legal & General Group Plc
One Coleman Street
London
EC2R 5AA

Registered in England and Wales. No. 01417162

23 April 2010

To the holders of ordinary shares of 2.5 pence each in the capital of Legal & General Group Plc ("the Company")

NOTICE OF 2010 ANNUAL GENERAL MEETING

Dear Shareholder

This is my first Annual General Meeting as Chairman of the Company and I have pleasure in inviting you to the meeting which will be held at The Institution of Engineering and Technology, Savoy Place, London WC2R 0BL at 11.30 a.m. on Wednesday, 26 May 2010 (the "AGM" or "meeting"). The formal notice of the AGM, together with explanations of the resolutions, is set out in this document. I hope you will be able to attend.

Board of Directors

We have had a number of board changes since the last AGM and, as I take over as Chairman, I would like to extend my thanks on behalf of all shareholders to Sir Rob Margetts for his service and dedication to the Company over the last 10 years. I would also like to thank Ronaldo Schmitz who will retire at the AGM following 10 years service on the board. We welcome Nigel Wilson as an executive director to the Board and Dame Clara Furse as a non-executive director, both of whom are standing for election this year. John Pollock, Rudy Markham, Henry Staunton and James Strachan will stand for re-election by shareholders at the meeting.

Business of the Meeting

I would like to highlight a number of resolutions proposed this year. During 2009 there were a number of legislative changes, the Shareholder Rights Directive implemented in August 2009 and the remainder of the Companies Act, 2006, implemented in October 2009. These legislative changes require amendments to the articles of association and we are seeking shareholder approval to amend these. We are also proposing an increase in the aggregate level of fees paid to non-executive directors. This increase will enable the Company to retain flexibility as we approach the aggregate limit in our current articles. Whilst we do not propose to increase fees paid, and have frozen them since 2008, additional fees may be necessary due to additional time commitments required by some non-executives when the new Group Risk Committee is established during 2010. We are also proposing to renew the authority granted in 2009 to call general meetings (other than the annual general meeting) on 14 days' notice.

Finally, we are delighted to ask shareholders to approve a final dividend of 2.73p per ordinary share for the year ended 31 December 2009. If approved, it will be paid on 1 June 2010 to all ordinary shareholders on the register of members on 16 April 2010.

Action to be taken

The AGM is an important occasion for shareholders to express their views by attending the meeting and voting. If you would like to vote on a resolution but are unable to attend, please complete the proxy form attached to this Notice and return it to Equiniti Limited, by **11.30am. on 24 May 2010**. Appointing of a proxy will not prevent you from attending and voting at the meeting in person. You can submit your proxy electronically either via the Internet or, if you are a CREST member, through the CREST system. Further information on how to appoint a proxy and vote electronically including via CREST, is given on pages 11 to 12 of this Notice. If you are planning on attending the AGM please bring the attendance card, attached to the proxy form, with you.

Shareholders' Questions

We consider the AGM an important event in the Company's calendar and welcome the opportunity to address any questions you may have. This year for the first time we are including a form to enable you to submit a question in writing. You can also submit questions via the Company's website, <http://investor.legalandgeneral.com>. We will produce the answers to the most frequently asked questions which will be available at the AGM and on the Company's website following the meeting.

Electronic Communication

If you have chosen to receive hard copies of the Company's 2009 Annual Report and Accounts or Summary Financial Statements, which will be enclosed with this pack, we would like you to consider the benefits of accessing shareholder documentation via our website. We have enclosed a Shareholder Communications Election Form and if you would like to continue to receive hard copies of the Annual Report and Accounts please complete and return the form to Equiniti Limited in the enclosed pre-paid envelope with your proxy form. If you do not return the form by **20 May 2010**, you will be deemed to have elected to access all documentation from our website going forward. We will write to you each time new shareholder communications and documentation are available to view and download.

If you have requested to receive information electronically, please accept this letter as notification that the Company's 2009 Annual Report and Accounts and Summary Financial Statements, together with documentation relating to the AGM (including this Notice), can now be viewed on our website: <http://investor.legalandgeneral.com>.

Recommendation

The Board believes that all of the resolutions are in the best interests of the Company for the benefit of its members as a whole. The directors intend to vote in favour of the resolutions in respect of their own beneficial shareholdings and recommend that you do so as well.

Lastly, please note that only light refreshments will be provided at this year's AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'John Stewart', written over a horizontal line.

John Stewart
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of Legal & General Group Plc (the 'Company') will be held at The Institution of Engineering and Technology, Savoy Place, London WC2R 0BL on Wednesday, 26 May 2010 at 11.30 a.m. (registration from 10.00 a.m.) (the 'Annual General Meeting') in order to consider and, if thought fit, to pass the following resolutions of which Resolutions 15 to 18 (inclusive) 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.

For ease of reference the formal resolutions are below, followed by the explanatory notes given in respect of each resolution.

Resolution 1 – Report and Accounts

That the audited Report and Accounts of the Company for the year ended 31 December 2009 together with the directors' and the auditors' report on those accounts be received and adopted.

Resolution 2 – Final Dividend

That a final dividend of 2.73 pence per ordinary share in respect of the year ended 31 December 2009 be declared and be paid on 1 June 2010 to shareholders on the register of members at the close of business on 16 April 2010.

Resolution 3 – Re-Election of Director

That Rudy Markham, who retires by rotation, be re-elected as a director.

Resolution 4 – Re-Election of Director

That John Pollock, who retires by rotation, be re-elected as a director.

Resolution 5 – Re-Election of Director

That Henry Staunton, who retires by rotation, be re-elected as a director.

Resolution 6 – Re-Election of Director

That James Strachan, who retires by rotation, be re-elected as a director.

Resolution 7 – Election of Director

That Dame Clara Furse be elected as a director.

Resolution 8 – Election of Director

That John Stewart be elected as a director.

Resolution 9 – Election of Director

That Nigel Wilson be elected as a director.

Resolution 10 – Re-Appointment of Auditors

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.

Resolution 11 – Auditors' Remuneration

That the directors be authorised to determine the auditors' remuneration.

Resolution 12 – Directors' Report on Remuneration

That the Report on Directors' Remuneration for the year ended 31 December 2009 as set out on pages 55 to 70 of the Company's 2009 Annual Report and Accounts be approved.

Resolution 13 – Renewal of Directors’ Authority to Allot Shares

That:

- (a) the directors of the Company be generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006 (the ‘Act’), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company up to an aggregate nominal amount of £48,852,309 this amount to be not more than 33.33% of the issued ordinary share capital at 9 April 2010 (being the last practicable date prior to the publication of this Notice)
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company, or at the close of business on 30 June 2011, 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 80 of the Companies Act 1985 (and section 551 of the Companies Act, 2006) shall cease to have effect (save to the extent that 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 14 – Political Donations

That, in accordance with Section 366 of the Companies Act, 2006, the Company and all companies that are its subsidiaries at any time during the period to which this Resolution relates 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; and
- ii. make donations to political organisations other than political parties, not exceeding £100,000 in total; and
- iii. incur political expenditure, not exceeding £100,000 in total.

During the period commencing on the date of the passing of this Resolution and ending on the date falling 12 months thereafter, or, if sooner, at the conclusion of the Company’s next annual general meeting. 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 15 – Adoption of Articles of Association

That with effect from the conclusion of the Annual General Meeting,

- i. the Company’s articles of association be hereby amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of Section 28 of the Companies Act, 2006 are to be treated as provisions of the Company’s articles of association; and
- ii. the articles of association produced to the meeting and initialled by the Chairman of the meeting (for the purpose of identification) be adopted as the Company’s articles of association in substitution for, and to the exclusion of, the existing articles of association.

Resolution 16 – Disapplication of Pre-emption Rights

That the Directors be given power (subject to the passing of Resolution 13) to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 13 under section 551 of the Companies Act 2006; and to allot equity securities (as defined in Section 560(3) of the Companies Act 2006 (sale of treasury shares) for cash, in either case as if Section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of;
 - i. holders of 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,

but subject to such exclusions or other arrangements as the directors may consider necessary or 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 13 and/or by virtue of Section 560(3) of the Companies Act 2006 (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £7,328,579, being 5% of the issued share capital of the Company at 9 April 2010 (being the last practicable date prior to the publication of this Notice);

This authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2011, except that the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires 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; and all previous unutilised authorities under Section 95 of the Companies Act 1985 and sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 17 – 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 2.5 pence in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that;

- i. the maximum number of ordinary shares that may be purchased is 586,286,339 being 10% of the issued share capital as at 9 April 2010;
- ii. the minimum price which may be paid for each ordinary share is 2.5 pence (exclusive of all expenses);
- iii. the maximum price which may be paid for each ordinary share is the higher of the amount equal, to 105% of the average of the middle market quotations, or the 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 the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 (No 2273/2003) (in each case exclusive of expenses); and
- iv. this authority shall (unless renewed, or revoked or varied) expire at the conclusion of the next annual general meeting, or at the close of business on 30 June 2011, except that the Company may make this contract for the purchase of ordinary shares which will or might be executed wholly or partly after the expiry of this authority.

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 or contracts concluded before the date of this Resolution and which has not yet been executed.

Resolution 18 – Notice of General Meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board



G J Timms
Company Secretary

23 April 2010

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

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolution 1

The directors of the Company are required by UK companies' legislation to present the accounts, the directors' report and the auditors' report on the accounts to the AGM.

Resolution 2

A final dividend can only be paid after the shareholders at a general meeting have approved it.

Resolutions 3, 4, 5 & 6

The articles of association of the Company and the Combined Code of Corporate Governance require current directors to retire at least every three years and seek re-election at the AGM. Rudy Markham, John Pollock, Henry Staunton and James Strachan are therefore all retiring by rotation and seeking re-election at the AGM. Rudy Markham was appointed to the board as an independent non-executive director in October 2006; John Pollock was appointed as an executive director in December 2003; Henry Staunton was appointed as an independent non-executive director in May 2004 and James Strachan was appointed as an independent non-executive director in December 2003. Each of these directors has indicated he is willing to offer himself for re-election.

Having considered the performance of and contribution made by each of the directors standing for re-election the Board remains satisfied that the performance of each of the directors continues to be effective and to demonstrate commitment to the role. The Board on the recommendation of the Nomination Committee supports the re-election of John Pollock, James Strachan, Henry Staunton and Rudy Markham.

Biographical details are set out on pages 42 and 43 of the Report and Accounts, page 14 in the Summary Financial Statements ('SFS') and on the website at www.legalandgeneralgroup.com.

Resolutions 7, 8 & 9

In accordance with the Company's articles of association and the Combined Code of Corporate Governance, any director appointed by the board since the date of the last AGM shall stand for election to the Board by shareholders at the following AGM. Dame Clara Furse was appointed to the board as an independent non-executive director in June 2009, Nigel Wilson was appointed as an executive director on 1 September 2009 and John Stewart was appointed a non-executive director and Chairman-designate from 1 January 2010 and Chairman of the Board from 1 March 2010.

John Stewart is seeking election and is considered to be independent on appointment. The Board, on the recommendation of the Nominations Committee supports the election of John Stewart, Nigel Wilson and Dame Clara Furse referred to in resolutions 7, 8 and 9.

Biographical details are set out on pages 42 and 43 of the Report and Accounts and page 14 in the SFS and on the website at www.legalandgeneralgroup.com.

Resolutions 10 & 11

At the AGM held on 27 May 2009, PricewaterhouseCoopers LLP was re-appointed auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid to such meeting. Resolutions 10 and 11 propose to re-appoint PricewaterhouseCoopers LLP as auditors of the Company and authorise the directors of the Company to determine the auditors' remuneration.

Resolution 12

Pursuant to the Companies Act 2006, the Company is required to put a resolution to shareholders in a general meeting to approve the Report on Directors' Remuneration for the financial year to 31 December 2009. The report includes details of the members of the Remuneration Committee, the Company's policy on directors' remuneration, a performance graph showing the Company's Total Shareholder Return performance compared to the FTSE 100 Index Total Shareholder Return over the last five years, details of directors' service contracts and disclosures relating to each director's remuneration. The vote on this resolution will be advisory and in respect of the 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 13

The Company's directors may only allot ordinary shares or grant rights over ordinary shares if authorised to do so by the 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 annual general meeting, or at the close of business on 30 June 2011 if earlier.

This Resolution will give directors the authority to allot ordinary shares or grant rights to subscribe for, or convert any securities into ordinary shares up to an aggregate nominal amount equal to £48,852,309. This amount represents approximately one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 9 April 2010, the latest practicable date prior to the publication of this Notice.

As at 9 April 2010, the latest practicable date prior to the publication of this Notice, the Company holds no treasury shares.

There is no present intention of exercising this authority, other than pursuant to the exercise of options under employees' share schemes. However, it is considered prudent to maintain the flexibility that this option provides.

Resolution 14

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 to 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 15

It is proposed to adopt new articles of association (the 'New Articles') in order to update the Company's current articles of association (the 'Current Articles') primarily to take account of the coming into force of the Companies (Shareholders Rights) Regulations 2009, (the 'shareholders rights regulations') and the implementation of the last parts of the Companies Act 2006. The principle changes introduced in the New Articles are set out on pages 14 and 15.

Provisions in the Current Articles which replicate provisions contained in the Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Other changes, which are of minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Act or conform the language of the New Articles to that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted. Resolution 15 will be proposed as a special resolution.

Resolution 16

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 without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights. Any allotment or transfer under this authority may be up to a maximum aggregate of £7,328,579 nominal value of shares which is equivalent to 5% of the issued share capital at 9 April 2010, (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 ABI and the National Association of Pension Funds, to issue or transfer in this way more than 7.5% of the issued share capital in any rolling three year period. 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* where practical considerations, such as fractional entitlements and foreign securities laws, make this desirable.

The authority under this Resolution will last until the next annual general meeting, or at the close of business on 30 June 2011 if earlier.

The directors have no current intention of issuing further share capital, other than pursuant to the exercise of options under employees' share schemes. The Company's directors intend to renew this authority annually. This resolution will be proposed as a special resolution.

Resolution 17

In certain circumstances it may be advantageous for the Company to purchase its own shares and this Resolution seeks authority from the shareholders to continue to do so. At the annual general meeting of the Company held on 27 May 2009 a special resolution was passed by shareholders allowing the Company to make market purchases of up to 586,167,936 of its own ordinary shares, representing 10% of the Company's issued share capital as at the last date that the figures were available prior to the preparation of the 2009 AGM notice, being 24 March 2009. During the year ended 31 December 2009 no ordinary shares have been repurchased for cancellation.

The authority is due to expire at the end of the AGM and it is proposed that the Company be authorised to continue 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 will continue to exercise this power, only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. Save to the extent purchased pursuant to the Act, any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly. The Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this Resolution. This gives the Company the ability to reissue treasury shares quickly and cost-effectively and provides that Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share schemes awards with treasury shares. The proposed authority would be limited to purchase of up to 586,286,339 ordinary shares which is equal to approximately 10% of the Company's issued ordinary share capital as at 9 April 2010 (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.

For information, as at 9 April 2010 (being the latest practicable date prior to publication of this Notice) there were outstanding 110,549,271 award and options to subscribe for ordinary shares, representing 1.88% 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 2.09% of the Company's issued ordinary share capital (excluding treasury shares).

If passed, this authority will expire at the conclusion of the next annual general meeting of the Company or, at the close of business on 30 June 2011.

Resolution 18

This Resolution is required to reflect the changes made to the Act by the Shareholders Rights Regulations. The Shareholders' Rights Regulations increase the notice period for general meetings of the Company to 21 days' unless shareholders approve a shorter period, which cannot however be less than 14 clear days'. The Company is currently able to call general meetings (other than annual general meetings) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, the Company's shareholders must approve the calling of such meetings on 14 clear days' notice. Resolution 18 seeks such approval. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulation before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will be used 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.

NOTES

The following notes explain your general rights as shareholders and your rights to attend and vote at the Annual General Meeting 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 6.00 p.m. on Monday, 24 May 2010 ('Specified time') or in the event of an adjournment (by no later than 6.00pm in the date two days prior to the adjourned meeting) will be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register for certified and uncertified shares of the Company after the specified time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Method of Voting.

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

A shareholder may appoint one or more proxies to attend and speak and vote on their behalf at the Annual General Meeting, provided that each proxy is 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:

- vote in person at the Annual General Meeting. If you are attending the Annual General Meeting in person there is no need to complete a proxy form; or
- appoint a proxy electronically to vote on your behalf using sharevote service; or
- sign the enclosed pre paid Proxy Form to Equiniti registrars;
- CREST members may vote via the CREST electronic voting service in accordance with the instructions detailed on page 12 of this document.

If you have not received a proxy form and believe you should have one please call Equiniti Limited (the registrars) on 0871 384 2118 .

If you have completed a proxy form, 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 the section entitled law 'How to appoint a proxy or vote electronically' section on page 11. Please note that to be valid all proxy forms must be completed and signed and received by the registrars Equiniti, by 11.30am on Monday 24 May 2010. Any electronic communication sent to the registrars 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, a vote withheld is not a 'vote' in law, the vote 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 Annual General Meeting, 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 between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy of the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she 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 these paragraphs can only be exercised by shareholders of the Company.

Corporate representatives.

Any corporation which is a member of the Company can appoint one or more representatives to exercise its powers as a member provided that they do not do so in relation to the same shares.

Declaration of results.

As soon as practicable following the Annual General Meeting, the results of the voting at the meeting and the number of proxy votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a regulatory information service and placed on the Company's website <http://investor.legalandgeneral.com>.

Shareholder requests.

Members satisfying the thresholds in Section 527 of the Companies Act 2006 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 Annual General Meeting; 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 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website, must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting include any statement that the Company has been required, under Section 527 of the Companies Act 2006, to publish on its website.

Right to ask questions

Any member attending the Annual General Meeting 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 needed to 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 undesirable in the interest 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, including details of the total number of shares in which members are entitled to exercise voting rights is available on the Company's website www.legalandgeneralgroup.com

Articles of Association

The articles of association are being amended and require 75% of shareholders to approve them. The powers of the directors and details regarding the appointment and replacement of directors are clearly stated in the Report and Accounts on page 75.

Documents available for inspection.

The following documents are available for inspection during normal business hours on any business day (excluding Saturdays, Sundays and public holidays) until the close of the Annual General Meeting at the Company's registered office and will be available at the place of the Annual General Meeting is to be held, for 15 minutes before and until the conclusion of the meeting:

- copies of the executive directors' service contracts, deeds of indemnity and copies of letters of appointment of the Chairman and the non-executive directors;
- details of the directors' share interests; and
- a copy of the Company's existing articles of association and a copy of the articles of association marked up to show the differences from the existing articles of association.

Electronic communication.

Shareholders may not use any electronic address provided either (i) in this notice of Annual General Meeting; or (ii) any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

How to appoint a proxy or vote electronically**Sharevote**

You may register your vote electronically via Equiniti's website at www.sharevote.co.uk and follow the instructions provided. You will need your voting ID, Task ID and Shareholder reference number all of which are printed on your proxy form.

Shareview

If you have a shareview portfolio you can appoint your proxy electronically via logging onto your portfolio at shareview.co.uk and following the instructions provided.

Legal and General Electronic Share Service

If you hold your shares within the ESS then you will have been sent a form of direction with this notice. Please complete this form and return to the registrars Equiniti by 11.30am on 21 May 2010.

Appointment of a Proxy under CREST.

CREST members can use the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) 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(s), should refer to their CREST sponsor or voting service provider(s), 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 via www.euroclear.com/CREST). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by no later than 11.30am on 24 May 2010 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 Equiniti 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(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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.

The following information is provided in respect of Part 6 of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008:**Share Capital and Voting rights**

As at 9 April 2010 (the last practicable date from the publication of this notice), the Company's issued share capital comprised 5,862,863,385 ordinary shares each with a nominal value of 2.5p representing 100% of the share capital, there are no shares held as treasury shares. Details of the ordinary share capital can be found in the Annual Report and Accounts, Note 28 to the Financial Statements on page 128.

The rights and obligations relating to the Company's shares are set out in the articles of association which can be obtained from the company secretary at the registered office address.

The holders of ordinary shares are entitled to attend, speak and vote at the general meetings. In a vote on a show of hands, every member present in person or every proxy present will have one vote and on a poll every member present in person or by proxy shall have one vote for every ordinary share held. These rights are subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provision of the articles of association. The Board can decline to register a transfer of any share which is not a fully paid share. In addition, registration of a transfer of an uncertificated share may be refused in the circumstances set out in the uncertificated securities rules and where the number of joint holders exceeds four. The Board may also refuse to register the transfer of a certificated share unless a) the instrument of transfer is duly stamped and is left at the Company's registered office or such other place as the board may from time to time determine accompanied by the certificate for the shares to which it relates and such evidence as the Board may reasonably require to show the right of the transferor to make the transfer b) the instrument of transfer is in respect of only one class of share; and c) the number of joint holders does not exceed four.

Subject to the Companies Act 2006 all or any of the rights attaching to an existing class of shares may be varied from time to time either with the consent in writing of holders of not less than three-fourths in nominal value of the issued share shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of those shares.

Shares acquired through the employees share schemes rank equally with the all other ordinary shares in issue and have no special rights. The voting rights in relation to these shares are exercised by trustee. In relation to the Legal & General employees' share ownership trust and the Legal and General employee trust, the relevant trustee may vote or abstain from voting or accept or reject any offer relating to shares without incurring any liability and without being required to give reasons for its decisions. Under the rules of the Legal and General Group Employee Share Plan voting rights are exercised by the trustee on receipt of participants instructions. If a participant does not submit an instruction to the trustee no vote is registered. In addition the trustees do not vote any unawarded shares held under this plan as surplus assets.

The Company is not aware of any agreements between shareholders which may result in restrictions on the transfer of securities and/or voting rights.

Substantial Share Interests

As at 23 March 2010 the Company has been advised of the following significant direct and indirect interests in the share capital of the Company.

	Number of Ordinary shares of 2.5p with direct voting rights	Number of Ordinary shares of 2.5p with indirect voting rights	Total interest in issued share capital
AXA S.A and its group of companies	3.04%	1.27%	4.31%
Swiss Reinsurance Company Ltd	3.93%	0%	3.93%
Aviva Plc & its subsidiaries	2.86%	0%	2.86%
Schroders Plc	0%	5.04%	5.04%
Blackrock Inc	0%	5.21%	5.21%

Change of Control

There are no agreements between the Company and its directors or employees for compensation providing for loss of office or employment (whether through resignation, purported redundancy or otherwise) in the event of a takeover bid, except for those relating to normal notice periods. The rules of the Company's share plans contain provisions under which options and awards to participants, including executive directors, may vest on a takeover or change of control of the Company or transfer of undertakings.

The Company has a committed circa £1bn bank syndicated credit facility which is terminable if revised terms cannot be agreed with the syndicate of banks in a 30 day period following a change of control. As at 23 March 2010, the Company has no borrowings under this facility.

There are no change of control conditions in the terms of any of the Company's outstanding debt securities. The terms of the Company's agreements with its banking counterparties, under which derivative transactions are undertaken, include the provision for termination of transactions upon takeover/merger if the resulting merged identity has a credit rating materially weaker than the Company. There are no other committed banking arrangements either drawn or undrawn that incorporate any change of control conditions.

APPENDIX – PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

The Company's objects

Prior to 1 October 2009, the provisions regulating the operations of the Company were set out in the Company's memorandum and articles of association (the 'Current Articles'). The Company's memorandum contained, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give wide scope.

The Companies Act 2006 ('the Act') significantly reduces the constitutional significance of a company's memorandum providing that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in the company's memorandum, are deemed to be contained in its articles of association, but a company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of its articles of association. Resolution 15(i) confirms the removal of these provisions, although, where appropriate, to preserve the status quo, certain directors' powers that were previously dealt with in the memorandum are proposed to be added back into the new articles of association (the 'New Articles'). As the effect of Resolution 15(i) will also be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

Articles with duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Increase in Directors fees

The current aggregate limit for fees paid to non-executive directors is £1,000,000 and it is proposed to increase this limit to £1,500,000. The fees paid to non-executive directors have been frozen since 2008 and whilst the Company does not currently intend to increase the level of fees paid, a new Group Risk Committee will be established in 2010 requiring additional time commitments from a number of non-executive directors. Given the formation of the new committee and the increased emphasis on corporate governance and oversight in financial institutions, the new Chairman has agreed to undertake a review of the roles and responsibilities of non-executive directors which have increasingly been broadened in scope. Increasing the aggregate level of fees will ensure the Company has enough flexibility to provide for any additional committee fees and to allow for an increase in any additional time commitments required from the non-executives.

Change of name

Prior to 1 October 2009, a company could only change its name by special resolution. Under the Act a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

Redeemable shares

At present if a company wishes to issue redeemable share, it must include in its articles of association the terms and manner of redemption. The Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include this enabling provision. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will be no longer necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed from the New Articles.

Use of Seal

The New Articles provide an alternative option for execution of documents. Under the New Articles, when the seal is affixed to a document it may be signed by one director in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect to treat physical illness in the same manner as mental illness. The changes apply a test of whether in the opinion of a medical practitioner the director is rendered incapable by his illness of acting as a director for more than three months or is personally prevented from exercising any powers or rights by a court order. The New Articles also require a director to vacate his office if he is an executive director and his appointment to the relevant office or employment is terminated or expires and the board resolves that his office be vacated.

Voting by proxies on a show of hands

The Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and clarify the procedure to be followed if a proxy is appointed by more than one member and is given discretion as to how to vote by one or more of those members.

Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles rely on the provisions dealing with voting by corporate representatives which are contained in the Companies Act 2006.

Voting in accordance with instructions

Following the implementation of the Shareholders' Rights Regulations, proxies will be expressly required to vote in accordance with instructions given to them by members. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with his instructions. The New Articles also contain a provision that the board may, but is not bound to, require reasonable evidence of the identity of the member and the proxy, the member's instructions (if any) as to how the proxy is to vote and, where the proxy is appointed by a person acting on behalf of the member, authority of that person to make the appointment.

Chairman's casting vote

The New Articles remove the provision giving the Chairman a casting vote in the event of an equality of votes at a general meeting as this is no longer permitted under the Companies Act 2006.

Adjournments for lack of quorum

Under the Act, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days' after the original meeting. The Current Articles have been amended to reflect this requirement.

Voting record date and proxy appointment deadline

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a general meeting by reference to the Register of Members not more than 48 hours before the time of holding the meeting, not taking account of days which are not working days. The current articles have been amended to reflect this requirement.

General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to confirm the language of the New Articles with that used in the Act and the Combined Code on Corporate Governance.

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