

# Improving lives through inclusive capitalism

Legal & General Group Plc  
Notice of Annual General Meeting



**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.

**Annual General Meeting 2019**  
11am on 23 May 2019, at The British Medical Association,  
BMA House, Tavistock Square, Bloomsbury, London, WC1H 9JP



## Financial highlights

### Key shareholder information

#### Full year dividend

16.42p

(2017: 15.35p)

#### Final dividend

11.82p

(2017: 11.05p)

### Financial performance

#### Operating profit

£2,335m

(2017: £2,055m)



#### Net release from operations

1,440m

(2017: £1,454m)



#### Earnings per share

30.79p

(2017: 31.87p)



#### Return on equity

22.7%

(2017: 25.6%)



#### Solvency II coverage ratio

188%

(2017: 189%)



#### Worldwide employee engagement index

72%

Based upon new survey data for 2018. Not comparable with earlier years.



#### Profit before tax

£2,102m

(2017: £2,061m)

The group uses alternative performance measures (APMs) to help explain its business performance.

The key performance measures above are included in those used to determine variable elements of management remuneration.

## Chairman's statement

### Building success in challenging times

Legal & General's strategy is underpinned by long-term global trends which include ageing populations, technological innovation and the need for greater long-term investment. These trends, which we have identified as positive for us, play out over decades: as a long-term business they matter more to us than short-term market volatility or disruptions.

This was particularly important in 2018, a year characterised by heightened political uncertainty and correspondingly volatile markets. The combined impacts of the US-China trade dispute and Brexit uncertainty clearly impacted markets and indeed our own share price, particularly in the latter part of the year. However, as our financial results show, the direct impacts for our business were limited and in relative terms, our share price outperformed the sector domestically and internationally.

### Profit growth continues

Operating profit increased by 14% to £2.3bn and earnings per share (adjusted for one-off items) increased by 7% to 24.7p. Profit before tax was flat at £2.1bn.

The Board has again considered carefully the best medium-term trajectory of dividend growth, taking into account both excellent continuing financial performance, and the importance to our shareholders of a rate of dividend growth which is sustainable in a wide range of potential economic scenarios. Accordingly, the Board is recommending a full year dividend of 16.42p for 2018, 7% higher than 2017.

### Building resilience

At the time of writing, the path of the Brexit process is not yet clear. Nevertheless, the strength of our business model and our balance sheet gives us resilience, and indeed makes us well placed to continue to take advantage of the investment opportunities both in the UK, and in the US, which we see as a key growth area in the next few years. Our strategy reflects the fact that we are a long-term business, where our expertise in understanding longevity has made us a market leader in providing retirement solutions for customers. Our direct investments mean that our long-term funds are used to help society through investments in future cities, housing, and small business capital. The Board has been working closely with Nigel Wilson, your CEO and the Executive Committee in our strategic development, building continued growth for our business, its shareholders, customers and employees.



We recognise the growing importance of sustainability, shown by our commitment to global agreements on development goals and climate change.”

**Sir John Kingman**  
Chairman



**Responsibility in business**

We are committed to being a responsible business in everything we do and we want to inspire those companies we work with and invest in, to be responsible too. We recognise the growing importance of sustainability, shown by our commitment to global agreements on development goals and climate change. We are committed to building an increasingly diverse business and have already taken action on gender diversity, both on our Board and in senior management. Our business aims to be economically and socially useful, and operates with a conscious culture of teamwork and collaboration.

**Development of the Board**

I'm delighted to welcome two new non-executive directors to the Board. Henrietta Baldock joined us in October 2018 and George Lewis in November 2018. They both bring extensive additional financial services expertise to the Board. I also welcome Michelle Scrimgeour, who will succeed Mark Zinkula as Chief Executive Officer of LGIM later this year, subject to regulatory approval. Mark will retire in August 2019 and I thank him for his great achievements in successfully building LGIM's scale and profitability in his eight years as CEO. I would also like to thank Carolyn Bradley, who resigned from the Board at the end of 2018.

**Board engagement with key stakeholders**

It's vital that our Board understands what's important to our shareholders, our corporate and individual customers and our employees. Lesley Knox has taken on additional Board responsibility as the designated non-executive director for engaging with our employees. Lesley's additional responsibilities build on my own meetings with management teams and employees across our businesses in both the UK and US. I would like to thank all our employees for their outstanding hard work and professionalism which makes Legal & General so successful.

As Chairman, I place great value on engaging effectively with all our shareholders, not only through this annual report but also by meeting you throughout the year. Our AGM in May is an important opportunity to meet shareholders and I hope to see as many of you as possible at our new venue.

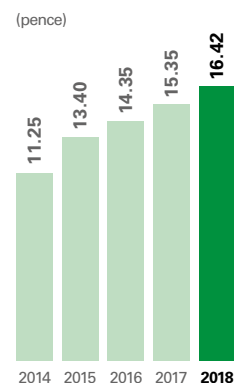
**Sir John Kingman**  
Chairman

**Annual General Meeting 2019**

11am on 23 May 2019, at The British Medical Association, BMA House, Tavistock Square, Bloomsbury, London, WC1H 9JP

**Dividend policy**

We are a long-term business and set our dividend annually, according to agreed principles. The Board has adopted a progressive dividend policy, reflecting the group's expected medium-term underlying business growth, including 'Net Release from Operations' and 'Operating Profit'.



**11.82p**  
Final dividend to be paid on 6 June 2019

## Chief Executive Officer's Q&A

Nigel became Group Chief Executive Officer in June 2012 and his leadership of the group has delivered over six years of successful growth.



Watch the video

[legalandgeneralgroup.com/investors/reporting-centre](https://legalandgeneralgroup.com/investors/reporting-centre)

**Nigel Wilson**  
Group Chief Executive Officer



The biggest issue in Britain today is still how we build greater economic growth to improve everyone's lives. We need to create real jobs that transform our cities and towns and boost productivity."

**Nigel Wilson**  
Group CEO

**Q Nigel, the group continues to deliver successful results against the background of a difficult political environment. Why has the company been so successful?**

**A** Operating profit increased by 14% to £2.3 billion with a return on equity of 22.7%. In 2018 we secured some huge pension de-risking deals, with £9.4 billion of sales and £1.1 billion of operating profit (including mortality release) for Legal & General Retirement Institutional, our biggest business. On the retail retirement side, it's been a tremendous year for annuity and lifetime mortgage sales. LGIM now has over £1 trillion in global assets, with £258 billion in international assets. And we now have invested over £19 billion in direct investments, helping to regenerate many of our biggest cities and creating a pipeline of 3,000 new homes. These results highlight the strength of our individual businesses. But they are also the direct result of our group strategy to leverage synergies among our businesses. This is a key reason for our success.

**Q You have talked extensively in 2018 about inclusive capitalism. Why is this important to you?**

**A** The biggest issue in Britain today is still how we build greater economic growth to improve everyone's lives. We need to invest to create real jobs and better infrastructure to transform our cities and towns and boost productivity. Without improving productivity we will not correct the stagnant growth in real wages that people have experienced for a number of years. This has to be achieved in a responsible and inclusive way which 'raises the boats' for everyone, not just for the privileged few. Inclusive capitalism also

means that our Board, senior managers and employees act responsibly and ensure that we work in the interests of all our stakeholders: customers, shareholders and wider society, in being economically and socially useful.

**Q How important is investing capital in direct investments such as housing, urban regeneration, clean energy and SME start-ups?**

**A** I'm delighted that we've now put over £19 billion into these types of direct investments. Building all types of new homes, including many affordable homes, has become a priority for me. Some key successes in 2018 were our housing schemes in Leeds Thorpe Park, Walthamstow and Crowthorne and our investments in later living accommodation. We now have a pipeline of over 3,000 new homes and we plan to deliver over 80,000 properties over the next five to ten years. We have established the UK's largest property platform to drive science and technology growth in regional cities, jointly investing £360 million to create 20,000 new jobs. This is part of our future cities programme which is regenerating communities in Cardiff, Salford, Leeds, Newcastle, Walthamstow, Bristol, Bath and Bracknell. In clean energy we now have ten wind energy sites in operation together with our partner, NTR.

**Q As Britain leaves the EU, are you relying more on your US businesses to ensure growth continues?**

**A** I'm convinced that the UK remains a fantastic place to do business. It's not only because of the UK's unrivalled financial services sector but it's also related to our advantages in technology and manufacturing, our highly skilled workforces and world-class research in our universities.

The US is the largest and most competitively accessible economy in the world and we can build more success in many of the areas that have worked so well for us in the UK: investment management, the need to de-risk pension schemes, providing good-value life insurance and investing in infrastructure. We now have over one million life insurance customers in the US.

**Q So how are companies like Legal & General changing to ensure future success?**

**A** This report highlights our many recent investments in digital innovation right across our businesses. In Insurance our strategy is to create competitive advantages both in the UK and the US, enabling customers to apply, be accepted for and change their policies wholly online. We have established our own Fintech business within Legal & General Insurance and have invested in SalaryFinance, a financial wellbeing platform which now has over 700,000 employees on its platform, and Smartr365, a digital mortgage broking platform. In General Insurance, our SmartQuote and SmartClaim systems enable household insurance customers to purchase and make claims easily and quickly. This has increased customer satisfaction and reduced operational costs.

**Q Finally, how is your belief in inclusive capitalism being borne out in the day-to-day lives of your employees?**

**A** Inclusivity and diversity is a key business principle and I'm delighted that three of our seven divisional CEOs are women. Our ambitious 50/50 by 2020 target, which aims to have 50% of senior management roles filled by women by 2020, has helped develop the careers of many talented women who are now managing vital parts of our business. I have been working with our Group HR Director, Emma Hardaker-Jones, to help ensure that management positions are filled by talented and committed people regardless of their gender, disability, ethnicity, age or sexual orientation. Inclusivity also means championing organisations that help our communities. I'm pleased that we have been major supporters of the 'Not a Red Card' campaign, which has been successful in changing attitudes towards mental health.



We have put over £19 billion into direct investments



Investing in future cities



Investing in later living homes



Investing in the US



Investing in science and technology



Investing in UK business growth

# Board of directors

**Committee membership key**

- A Audit
- I IT
- N Nomination
- R Remuneration
- Ri Risk
- Committee Chairman



**Sir John Kingman**  
**Chairman**  
 Appointed October 2016

I N

**Skills and experience:**  
 John had a long Whitehall career; as second Permanent Secretary to HM Treasury, he had responsibility for the Treasury's economics ministry functions, for policy relating to business, financial services and infrastructure. He was closely involved in the UK response to the financial crisis, handling the resolution of Northern Rock and leading negotiations with RBS, Lloyds and HBOS on their £37 billion recapitalisation. He was the first Chief Executive of UK Financial Investments Ltd. From 2010 – 2012, John was Global Co-Head of the Financial Institutions Group at Rothschild.

John is non-executive Chair of UK Research and Innovation and is a World Fellow of Yale University. John led the independent review for the Government of the work of the Financial Reporting Council; the report was published in December 2018.

John is also a director of Legal & General Investment Management (Holdings) Limited.

**External appointments:**

- Royal Opera House Covent Garden Foundation (Trustee)
- National Gallery (Trustee)
- Rothschild (Senior Adviser)



**Nigel Wilson**  
**Group Chief Executive Officer**  
 Appointed September 2009 as CFO; appointed CEO June 2012

**Skills and experience:**  
 Nigel was appointed as Chief Executive Officer in 2012 following three years serving as Group Chief Financial Officer. Nigel brings strong leadership skills with previous appointments including McKinsey & Co; Group Commercial Director of Dixons Group plc; Managing Director of Stanhope Properties plc; Chief Executive, Corporate of Guinness Peat Aviation (GPA); Managing Director of Viridian Capital; and Deputy Chief Executive and Chief Financial Officer at UBM.

Nigel was also Senior Independent Director (SID) of The Capita Group Plc from 2009 until 2012, and was SID/Chairman of Halfords Group Plc from 2006 until 2011.

In 2016 and 2017 Nigel was Chairman of the Investment Association's review of Executive Pay and the government's review of Mission Led Business. In 2017 and 2018 he was a member of the government's Patient Capital Review Industry Panel and a Commissioner in the Resolution Foundation's Intergenerational Commission.



**Jeff Davies**  
**Chief Financial Officer**  
 Appointed March 2017

**Skills and experience:**  
 Jeff was appointed Group Chief Financial Officer in March 2017. He brings a wealth of insurance experience, having previously served as a senior partner of Ernst & Young LLP (EY) and led its European risk and actuarial insurance services. Prior to joining EY in 2004, he held a number of senior actuarial roles at Swiss Re Life & Health. He is a Fellow of the Institute of Actuaries.



**Mark Zinkula**  
**Chief Executive Officer, LGIM**  
 Appointed September 2012

**Skills and experience:**  
 Mark was appointed to the Board in September 2012, having been appointed Chief Executive Officer of LGIM in March 2011. Prior to that, he was CEO of Legal & General Investment Management America (LGIMA) 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.

On 31 May 2018, Mark announced his intention to retire from Legal & General in August 2019.

**External appointments:**

- The Financial Reporting Council Limited (Director)



**Kerrigan Procter**  
**Chief Executive Officer, LGC**  
 Appointed March 2017

**Skills and experience:**  
 Kerrigan was appointed to the Board in March 2017, and was appointed as CEO of LGC in January 2018. He has group-wide experience with in-depth knowledge of the workings of the Group's business divisions from his roles as CEO of the LGR Business division from 2013 to 2017, and head of solutions at LGIM from 2006 to 2012, where he was responsible for Liability Driven Investment and fund solutions for defined benefit and defined contribution pension schemes across Europe and the US. Prior to joining the Group, he worked at RBS in the financial markets division where he held several roles. Kerrigan started his career in 1994 with EY Corporate Finance before moving to Mercer. He is a Fellow of the Institute of Actuaries and has a PhD in number theory from King's College, London.



**Julia Wilson**  
Senior independent  
Non-Executive Director  
Appointed November 2011; Senior  
Independent Director from May 2016  
**A I N R Ri**

**Skills and experience:**  
Julia was appointed to the Board in November 2011 and became the Senior Independent Director in May 2016. She has significant corporate finance, tax and accounting experience. She is the Group Finance Director of 3i Group plc, which includes responsibility for finance, investment valuations and treasury. She has been a member of its Board since 2008. Previously, she was the Group Director of Corporate Finance at Cable & Wireless plc, where she also held a number of other finance-related roles. Julia is a member of the Institute of Chartered Accountants in England and Wales (ACA) and the Chartered Institute of Taxation.

**External appointments:**

- 3i Group plc (Director)



**Henrietta Baldock**  
Independent Non-Executive Director  
Appointed October 2018  
**A N R Ri**

**Skills and experience:**  
Henrietta was appointed to the Board on 4 October 2018. She has been Chair of the Company's principal operating subsidiary, Legal and General Assurance Society Limited (LGAS), since 6 March 2018. Henrietta has extensive knowledge of the financial services and insurance sectors through her 25 years' experience in investment banking, most recently as Chairman of the European Financial Institutions team at Bank of America Merrill Lynch where she advised many boards in the sector on some of their most significant transactions.

Henrietta joined Bank of America Merrill Lynch in 2000 and served as its Vice President of Financial Institutions Group (FIG), Managing Director and Head of European Financial Institutions Investment Banking. She started her career as a generalist adviser and has focused on financial institutions since 1995.

**External appointments:**

- The Leadership Trust Foundation (Director)
- Hydro Industries (Director)



**Carolyn Bradley**  
Independent Non-Executive Director  
Appointed December 2014  
**N R**

**Skills and experience:**  
Carolyn was appointed to the Board in December 2014. Carolyn has a strong consumer-focused background having worked at Tesco from 1986 until 2013. During this time, Carolyn held a range of senior positions in various roles including Chief Operating Officer, Tesco.com, Marketing Director, UK and as Group Brand Director.

Carolyn stepped down from the Board on 31 December 2018.

**External appointments:**

- Marston's PLC (Non-Executive Director)
- The Mentoring Foundation (Non-Executive Director)
- Cancer Research UK (Trustee)
- Majid Al Futtaim Retail LLC (Non-Executive Director)
- Cambridge Judge Business School Advisory Board (Member)
- The Invicta Film Partnership No. 6 LLP (Member)
- B&M European Retail Value SA (Non-Executive Director)
- SSP Group Plc (Non-Executive Director)



**Philip Broadley**  
Independent Non-Executive Director  
Appointed July 2016  
**A I N R Ri**

**Skills and experience:**  
Philip was appointed to the Board in July 2016. He has extensive insurance experience having spent over 14 years in senior roles in insurance including as Group Finance Director at Old Mutual plc and prior to that as Group Finance Director of Prudential plc. Philip graduated from St. Edmund Hall, Oxford, where he is now a St. Edmund Fellow. He is a Fellow of the Institute of Chartered Accountants in England and Wales.

**External appointments:**

- AstraZeneca PLC (Non-Executive Director)
- Stallergenes Greer plc (Non-Executive Director)
- Eastbourne College (Director & Trustee)
- London Library (Treasurer)
- Oxford University Audit and Scrutiny Committee (Member)



**Lesley Knox**  
Independent Non-Executive Director  
Appointed June 2016  
**A N R Ri**

**Skills and experience:**  
Lesley was appointed to the Board in June 2016. She brings a wealth of international, strategic and financial services experience having spent over 17 years in senior roles in financial services, including with Kleinwort Benson, Bank of Scotland and British Linen Advisors. Lesley previously served as Chair on the Board of Alliance Trust PLC and as Senior Independent Director at Hays plc.

Lesley was appointed as designated non-executive director for engagement with the Company's workforce, effective 4 October 2018, in line with the provisions of the 2018 UK Corporate Governance Code.

**External appointments:**

- Thomas Cook Group plc (Non-Executive Director)
- Design Dundee Limited (Chair)
- Genus Plc (Senior Independent Director, Chair of the Remuneration Committee)



**George Lewis**  
Independent Non-Executive Director  
Appointed November 2018  
**A N Ri**

**Skills and experience:**  
George was appointed to the Board on 1 November 2018. He has significant experience of asset management following a 30-year career with the Royal Bank of Canada (RBC). He has strong international asset management experience in Canada, the US and other international markets; these skills are important as the Group seeks to develop its LGIM business globally.

George's career began in accountancy at Arthur Andersen, Toronto. He joined RBC in 1986 and served in various financial and wealth management roles. George was a member of RBC's Group Executive board from 2007 through 2015, with responsibility for the wealth and asset management and insurance businesses.

**External appointments:**

- Ontario Power Generation (Non-Executive Director, Chair of Audit and Risk Committee)
- AOG Group (Non-Executive Director)



**Toby Strauss**  
Independent Non-Executive Director  
Appointed January 2017  
**A I N R Ri**

**Skills and experience:**  
Toby was appointed to the Board in January 2017. Toby brings extensive insurance experience to the Board following an executive career in UK financial services which included Group Director of Insurance and Chief Executive of Scottish Widows at Lloyds Banking Group and, prior to that, Chief Executive of Aviva UK Life.

**External appointments:**

- Macmillan Cancer Support (Trustee)
- Toric Limited (Director)
- Pacific Life Re Limited (Director)



**Geoffrey Timms**  
Group General Counsel  
and Company Secretary

**Skills and experience:**  
Geoffrey has been the Group General Counsel since 1999 and, in addition, the Group Company Secretary since 2008. Geoffrey is also a Director of CALA (Group) Holdings Limited and the Bracknell Regeneration Partnership Limited. Prior to joining Legal & General, Geoffrey was a solicitor with Clifford Chance and then Clyde & Co.

## Notice of annual general meeting (the 'Notice')

Notice is hereby given that the 2019 Annual General Meeting (the 'AGM') of Legal & General Group Plc (the 'company') will be held at The British Medical Association, BMA House, Tavistock Square, Bloomsbury, London, WC1H 9JP on Thursday, 23 May 2019 at 11am. We would like to highlight to shareholders that having listened carefully to your feedback regarding the acoustics at the previous AGM venue, the AGM this year will be held at a new location. We believe that the acoustics at this new venue will be significantly superior but as ever we will welcome feedback from you.

Registration will open at 10am. Tea, coffee and pastries 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 22, 23, 24, 25 and 26 will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

For each of the ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. For each of the special 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.

### ORDINARY RESOLUTIONS

#### Resolution 1 – Report and accounts

That the audited report and accounts of the company for the year ended 31 December 2018, together with the Directors' Report, Strategic Report and the Auditor's Report on those accounts, be received and adopted.

#### Resolution 2 – Final dividend

That a final dividend of 11.82 pence per ordinary share in respect of the year ended 31 December 2018 be declared and be paid on 6 June 2019 to shareholders on the register of members at the close of business on 26 April 2019.

#### Resolution 3 – Election of Director

That Henrietta Baldock be elected as a director.

#### Resolution 4 – Election of Director

That George Lewis be elected as a director.

#### Resolution 5 – Re-Election of Director

That Philip Broadley be re-elected as a director.

#### Resolution 6 – Re-Election of Director

That Jeff Davies be re-elected as a director.

#### Resolution 7 – Re-Election of Director

That Sir John Kingman be re-elected as a director.

#### Resolution 8 – Re-Election of Director

That Lesley Knox be re-elected as a director.

#### Resolution 9 – Re-Election of Director

That Kerrigan Procter be re-elected as a director.

#### Resolution 10 – Re-Election of Director

That Toby Strauss be re-elected as a director.

#### Resolution 11 – Re-Election of Director

That Julia Wilson be re-elected as a director.

#### Resolution 12 – Re-Election of Director

That Nigel Wilson be re-elected as a director.

#### Resolution 13 – Re-Election of Director

That Mark Zinkula be re-elected as a director.

#### Resolution 14 – Re-Appointment of Auditor

That KPMG 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 15 – Auditor's Remuneration

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

#### Resolution 16 – Directors' Report on Remuneration

That the Directors' Report on Remuneration (excluding the Directors' Remuneration Policy) set out on pages 72 to 101 for the year ended 31 December 2018, as set out in the company's 2018 Annual Report and Accounts, be approved.

#### Resolution 17 – 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 £49,674,127;
- b) this authority is to apply until the conclusion of the company's next AGM or, if earlier, at the close of business on 30 June 2020, 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) 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 18 – Additional Authority to Allot Shares in Respect of Contingent Convertible Securities**

That, in addition to any authority granted pursuant to resolution 17 (if passed), the Board be generally and unconditionally authorised, in accordance with Section 551 of 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:

- a) up to an aggregate nominal amount of £20,000,000, representing approximately 13.4% of the issued ordinary share capital at 29 March 2019 (the last practicable date of measurement prior to the publication of this Notice); and
- b) (subject to applicable law and regulation) at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Board from time to time,

in relation to any issue by the company or any subsidiary or subsidiary undertaking of the company (together, the ‘Group’) of Contingent Convertible Securities (‘CCS’) that automatically convert into, or are automatically exchanged for, ordinary shares in the company in prescribed circumstances, where the Board considers that such an issuance of CCS would be desirable in connection with, or for the purposes of complying with or maintaining compliance with, the regulatory capital requirements or targets applicable to the company or the Group from time to time.

This authority shall expire at the conclusion of the company’s next AGM or if earlier at the close of business on 30 June 2020 except that the company may, before this authority expires, make offers or agreements which would or might require shares to be allotted or rights to be granted after it expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if this authority had not expired.

### **Resolution 19 – Political Donations**

That in accordance with Sections 366 and 367 of the Act, the company, and all companies that are its subsidiaries at any time during the period for which this resolution is effective are hereby authorised, in aggregate, to:

- a) make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
- b) make donations to political organisations other than political parties not exceeding £100,000 in total; and
- c) incur political expenditure, not exceeding £100,000 in total;

(as such terms are defined in sections 363 to 365 of the Act) during the period of one year beginning with the date of the passing of this resolution provided that the authorised sum referred to in paragraphs (i), (ii) and (iii) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at such rate as the Board of the company in its absolute discretion may determine to be appropriate.

### **Resolution 20 – Renewal of the Legal & General Group Savings-Related Option Scheme**

That the Legal & General Group Savings-Related Share Option Plan (the ‘Sharesave Plan’) referred to in this Notice of Annual General Meeting dated 1 April 2019, summarised in Appendix 2 and produced in draft to this Meeting and (for the purposes of identification) initialled by the Chairman, be renewed until 23 May 2029 and the directors be authorised to establish further plans for the benefit of employees outside the UK based on the Sharesave Plan subject to such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation or overall participation in the main plan.

### **Resolution 21 – Renewal of the Legal & General Group Employee Share Plan**

That the Legal & General Group Employee Share Plan (the ‘ESP’) referred to in this Notice of Annual General Meeting dated 1 April 2019, summarised in Appendix 2 and produced in draft to this Meeting and (for the purposes of identification) initialled by the Chairman, be renewed until 23 May 2029 and the directors be authorised to establish further plans for the benefit of employees outside the UK based on the ESP subject to such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation or overall participation in the main plan.

### **SPECIAL RESOLUTIONS**

#### **Resolution 22 – Disapplication of Pre-Emption Rights**

That, if resolution 17 is passed, the Board to be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
  - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) in the case of the authority granted under paragraph (a) of resolution 17 and/or in the case of any sale of treasury shares to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,451,119 (representing 298,044,765 ordinary shares),

such power to apply until the end of the next year's AGM (or, if earlier, until the close of business on 30 June 2020) but, in each case, during this period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 23 – Additional Authority to Disapply Pre-emption Rights for Purposes of Acquisitions or Specified Capital Investments**

That, if resolution 17 is passed, the Board be given power in addition to any power granted under resolution 22 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 17 and/or to sell ordinary shares held by the company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,451,119 (representing 298,044,765 ordinary shares); and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of next year's AGM (or, if earlier, at the close of business on 30 June 2020) but, in each case, during this period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

#### **Resolution 24 – Additional Authority to Disapply Pre-emption Rights in Connection with the Issue of CCS**

That, in addition to the powers granted pursuant to resolutions 22 and 23 (if passed), and if resolution 18 is passed, the Board be given the power to allot equity securities (as defined in the Act) for cash under the authority given by resolution 18 as if Section 561 of the Act did not apply.

This authority shall expire at the conclusion of the company's next AGM or if earlier at the close of business on 30 June 2020 except that the company may, before this authority expires, make offers or agreements which would or might require shares to be allotted or rights to be granted after it expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if this authority had not expired.

#### **Resolution 25 – Purchase of Own Shares**

That the company be authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined in Section 693(4) of the Act) of its ordinary shares of 2.5 pence each ('ordinary shares') provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 596,089,531;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 2.5p; and
- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - i. the amount equal to 5% above the average market value of an ordinary share five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
  - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time,

such authority to apply until the end of next year's AGM (or, if earlier, 30 June 2020) but during this period the company may enter into a contract to purchase ordinary shares, which would, or might, be completed or executed wholly or partly after the authority ends and the company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

#### **Resolution 26 – 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

1 April 2019

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

## Explanatory notes to the resolutions

### ORDINARY 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](http://www.legalandgeneralgroup.com)

#### Resolution 2

Shareholder approval is required before a final dividend can be paid. For the company's ordinary shares to be counted towards the group capital requirements imposed by the EU prudential regulatory regime for insurers (known as 'Solvency II'), any dividends declared by the company must be capable of being cancelled and withheld or deferred at any time prior to payment. The directors have no intention of exercising this cancellation right, other than where required to do so for regulatory or regulatory capital purposes.

#### Resolutions 3 to 13

In accordance with the recommendations of the UK Corporate Governance Code, all the directors of the company will retire and seek re-election at this year's AGM.

Having formally considered the performance of, and contribution made, by each of the current directors standing for 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 re-election of each of the directors.

Biographical details for the directors are set out on pages 4 and 5 of this document and on the company's website at [www.legalandgeneralgroup.com](http://www.legalandgeneralgroup.com)

#### Resolutions 14 and 15

At the AGM held on 17 May 2018, the shareholders appointed KPMG LLP as auditor of the company, to hold office until the conclusion of the next general meeting at which accounts are laid. Resolutions 14 and 15 propose to re-appoint KPMG LLP as auditor of the company and authorise the directors to determine the auditor's remuneration.

#### 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 for the financial year to 31 December 2018. The report includes details of the members of the Remuneration Committee, 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 is advisory and in respect of the directors' remuneration as a whole, and is not 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 directors may generally only allot ordinary shares or grant rights over ordinary shares if authorised to do so by shareholders. Paragraph (a) of this resolution would give the 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 £49,674,127. This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the company as at 29 March 2019, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 30 June 2020 and the conclusion of the annual general meeting of the company to be held in 2020.

The directors have no present intention to exercise the authority sought under this resolution.

As at the date of this Notice, no ordinary shares are held by the company in treasury.

#### Resolution 18

Resolution 18 will, if approved, give the Board the authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the company up to an aggregate nominal amount of £20,000,000, representing approximately 13.4% of the company's issued ordinary share capital as at 29 March 2019 (the last practicable date of measurement prior to publication of this Notice), in connection with the issue of CCS. Please see Appendix 1 for further information on CCS.

The Group is subject to the Solvency II regulatory regime, which requires the Group to maintain sufficient capital to absorb losses in periods of stress and to provide a buffer to increase resilience against unexpected losses.

The Board believes it is in the best interests of the company to have the flexibility to issue CCS from time to time and the authority sought may be used if, in the opinion of the Board at the relevant time, such an issuance of CCS would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with, regulatory capital requirements or targets applicable to the company or to the Group from time to time, including pursuant to Solvency II. The Board has no immediate plans to make use of this authority.

The authority sought under resolution 18 is in addition to the authority proposed under resolution 17 which is the usual authority sought on an annual basis in line with the guidance issued by the Investment Association (the "IA"). Although the authority sought under resolution 18 is not contemplated by the guidance issued by the IA, it has been discussed previously with the IA.

The authority sought under resolution 18 will expire at the earlier of 30 June 2020 and the conclusion of the AGM of the company to be held in 2020.

## Explanatory notes to the resolutions

### Resolution 19

Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to (i) political parties, (ii) other political organisations and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent. However, as the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught.

It remains the policy of the company not to make political donations or incur political expenditure within the ordinary meaning of those words and the directors have no intention of using the authority for that purpose. The authority being sought in this resolution will not change that policy, but is being sought as a precaution to ensure that the company's normal business activities are within the Act.

### Resolutions 20 and 21

The Legal & General Group Savings-Related Share Option Scheme and the Legal & General Group Employee Share Plan are UK tax-qualified all-employee share plans which were approved or renewed by shareholders in 2009. Since then, they have been a successful and popular part of the Company's remuneration arrangements. They expire in May 2019 and so shareholder approval is being sought to renew them for a further 10 years from the date of the 2019 AGM.

Minor changes have been made to the plans to bring them in line with current legislation and market practice. None of the changes are material or affect the existing structure of the plans.

The key terms of both plans are set out in Appendix 2.

### SPECIAL RESOLUTIONS

Resolutions 22, 23, 24, 25 and 26 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour.

### Resolutions 22 and 23

Section 570 of the Act permits the disapplication of pre-emption rights. Resolutions 22 and 23 renew the authority that was given at our last AGM and give the directors the power to allot ordinary shares (or sell any ordinary shares which the company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 22 would be limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £7,451,119 (representing 298,044,765 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the company (excluding treasury shares) as at 29 March 2019, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 22(b), the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to below.

The power set out in resolution 23 would be limited to allotments or sales of up to an aggregate nominal amount of £7,451,119 (representing 298,044,765 ordinary shares) in addition to the power set out in resolution 22. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the company (excluding treasury shares) as at 29 March 2019, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 23, the Board confirms that it will only allot shares representing more than 5% of the issued ordinary share capital of the company (excluding treasury shares), for cash pursuant to the power granted by resolution 23, where that allotment is for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment within the meaning given in the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights and which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

While the directors have no present intention of exercising this disapplication authority, the Board considers that the authority sought at this year's AGM will benefit the company and its shareholders generally since there may be occasions in the future when the directors need the flexibility to finance acquisitions or capital investments by issuing shares for cash without a pre-emptive offer to existing shareholders.

The powers under resolutions 22 and 23 will expire at the earlier of 30 June 2020 and the conclusion of the annual general meeting of the company held in 2020.

### Resolution 24

Resolution 24 will, if approved, give the Board authority to allot CCS, or shares issued upon conversion or exchange of CCS, without first offering them to existing shareholders. This will allow the company to manage its capital in the most efficient and economic way for the benefit of shareholders.

If passed, resolution 24 will authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in the company on a non-pre-emptive basis up to an aggregate nominal amount of £20,000,000, representing approximately 13.4% of the company's issued ordinary share capital as at 29 March 2019 (the last practicable date of measurement prior to publication of this Notice), in connection with the issue of CCS.

Should a designated trigger event occur (please see Appendix 1 for more information on CCS and their trigger events) the CCS will convert into or be exchanged for ordinary shares in the company. The Board may or may not give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any CCS on a pro rata basis, where practicable and subject to applicable laws and regulations, such decision to be made on a transaction by transaction basis. Where such a right is given to shareholders, former holders of the CCS would receive the net purchase price of any shares acquired by shareholders (rather than retaining those shares).

The authority sought under resolution 24 is in addition to the authorities proposed under resolutions 22 and 23.

The authority sought under resolution 24 will expire at the earlier of 30 June 2020 and the conclusion of the AGM of the company to be held in 2020.

### **Resolution 25**

Authority is sought for the company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous annual general meetings.

During the year ended 31 December 2018 no ordinary shares have been repurchased for cancellation.

The directors have no present intention of exercising the authority to make market purchases, however the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the company and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the company.

Ordinary shares purchased by the company pursuant to this authority may be held in treasury or may be cancelled. The directors will consider holding any ordinary shares the company may purchase as treasury shares. The company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 2.5 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time.

As at 29 March 2019, being the latest practicable date prior to publication of this Notice, the company had options and awards outstanding over 60,039,105 ordinary shares representing 1% of the company's issued ordinary share capital (excluding treasury shares). If the existing authority given at the 2018 AGM and the authority now being sought by resolution 25 were to be fully used, these options and awards would represent 1.26% of the company's ordinary issued share capital (excluding treasury shares) at that date.

### **Resolution 26**

The minimum 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 (other than for AGMs). 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 26 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.

In the event that this authority is exercised, the directors will ensure that the flexibility offered by this resolution is not 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.

## Appendix 1: Further Information on Contingent Convertible Securities ('CCS')

### Background

Together with other European insurers, the Group is subject to the Solvency II regulatory regime, which entered into force on 1 January 2016. Under Solvency II, at least half of the Group's overall regulatory capital requirements may only be met with Tier 1 Capital, including share capital, retained profits and, for up to 20% of Tier 1 Capital, by other items including bonds that are written-down, or, in the case of CCS, bonds that are converted into, or exchanged for, ordinary shares, in the event that the Group's capital position falls below defined levels.

### Why authority is being sought to issue CCS

Shareholder approval is sought (i) in resolution 18 to enable the issuance of CCS (and to authorise ordinary shares to be issued on conversion or exchange of CCS) and (ii) in resolution 24 to enable the issuance of CCS on a non-pre-emptive basis to provide flexibility to the Group to maintain an appropriate and efficient capital structure under the applicable regulatory regime, including Solvency II. This flexibility would enable the Group to issue additional Solvency II-compliant capital instruments, with a view to ensuring that the Group remains strongly capitalised, with sufficient capital available to both fund new growth opportunities and absorb the effects of unexpected market shocks.

The authorities sought have been set at a level to provide sufficient flexibility to the Group to manage its capital structure efficiently in light of evolving regulatory requirements and market conditions.

### Potential benefits of issuing CCS

Satisfying the Group's Tier 1 Capital requirements in part through the issue of CCS is likely to be a cost-effective means of raising capital and therefore enable the Group to reduce its overall cost of capital. This would, in turn, be more beneficial for existing ordinary shareholders than if the Group were to satisfy its Tier 1 Capital requirements through the issue of ordinary shares or the retention of profits alone.

### Conversion of CCS into, or exchange of CCS for, ordinary shares

Any CCS issued by the Group will automatically convert into, or be exchanged for, new ordinary shares in the company upon the occurrence of one or more designated trigger events. The holders of CCS will have no right to require the conversion of the CCS into, or the exchange of the CCS into, ordinary shares in any other circumstances.

In summary, under Solvency II, the terms of any CCS must provide for automatic conversion or exchange to occur (i) if the amount of capital held by the Group falls below 75% of its capital requirements, (ii) if the Group fails to comply with its capital requirements for a continuous period of three months or more, or (iii) if the Group fails to comply with other minimum capital requirements applicable to it. If thought appropriate, the Board may also issue CCS that include terms providing for automatic conversion or exchange to occur in other defined circumstances (but not at the option of the holders of the CCS).

The terms and conditions of any CCS issued will specify a conversion or exchange price or a mechanism for setting a conversion or exchange price, which is the rate at which the CCS would be converted or exchanged into ordinary shares in the company if a designated trigger event occurs.

The resolutions enable the Board to set the specific terms and conditions of the CCS (including a conversion or exchange price or a mechanism for setting a conversion or exchange price) after considering market conditions at the time of issuance. This conversion or exchange price (whether specified or set through the application of a price determination mechanism) may be at a significant discount to the prevailing market price of the shares at the time of issue of the CCS, to reflect the fact that the CCS would only be expected to be converted or exchanged into ordinary shares in the company in a stressed scenario. The extent of the discount would be determined in consultation with the Prudential Regulation Authority (PRA) and taking into account prevailing market convention.

The Group may, if permitted by law and regulation and if considered appropriate at the relevant time, issue CCS that include in their terms and conditions a mechanism through which the Group may elect to give existing ordinary shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of the CCS in proportion to their existing shareholdings in the company (subject to legal, regulatory and practical restrictions).

### Options available to the Group prior to the occurrence of a trigger event under any CCS

If the Group's capital position were to deteriorate, a number of steps may be available to the Group to improve its capital position before the occurrence of a trigger event resulting in the conversion or exchange of any CCS into ordinary shares in the company. The Board can be expected to take steps such as reducing the Group's liabilities or raising extra share capital from investors by way of a rights issue. If the company were, in future, to launch a rights issue, the company's existing ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing shareholding.

### Reasons for seeking a specific mandate to issue CCS

The company is seeking a specific mandate to enable it to issue CCS, which may only be used for the purposes of issuing CCS (for example, the company could not rely on the mandate to issue ordinary shares or securities convertible into ordinary shares which are not intended to qualify as regulatory capital under the applicable regulatory regime).

By seeking a specific mandate, the company intends to provide greater certainty for shareholders whilst also preserving flexibility for the company by retaining a general mandate to allot shares for other purposes.

For these reasons, the company would not seek to rely on the general mandate under resolution 17 in connection with an issue of CCS.

The company believes it would not be practical to obtain a specific mandate from shareholders to issue CCS only when the need arises, primarily due to the time it would take to prepare the relevant circular to shareholders, obtain pre-clearance for the circular from the authorities, and then print and despatch the relevant circular to shareholders convening the general meeting to seek shareholder approval.

For the reasons set out above, the company believes that the ability to issue CCS offers a number of benefits, and having a pre-approved mandate would enable the company to act on a timely basis to issue CCS as and when market conditions are conducive to launching such an issuance.

**Basis on which the size of the specific mandate to issue CCS has been calculated**

The size of specific mandate to issue CCS has been calculated based on the Group's anticipated capital requirements to provide flexibility to the Group to maintain an appropriate and efficient capital structure under applicable regulatory requirements. In particular, the size of the specific

mandate has been calculated based on internal modelling to provide flexibility to the Group to issue CCS up to the maximum amount eligible to meet the Group's Tier 1 Capital requirements under Solvency II (with appropriate adjustments to reflect the volatility of the Group's CCS capacity).

As noted above, the resolutions enable the Board to set the specific terms and conditions of the CCS, including the conversion or exchange price (or the mechanism for determining the conversion or exchange price), after considering market conditions at the time of issuance. Any conversion price discount of the CCS will be determined in consultation with the PRA and taking into account prevailing market convention.

## Appendix 2: Further Information on the Legal & General Group Savings-Related Share Option Plan (the 'Sharesave Plan') and the Legal & General Employee Share Plan (the 'ESP')

This Appendix summarises the key terms of the Legal & General Group Savings-Related Share Option Plan (the '**Sharesave Plan**') and the Legal & General Group Employee Share Plan (the '**ESP**') (together the '**Plans**'), the key features of which are summarised in sections 1 and 2. The key terms which are common to both plans are set out in section 3.

### 1. Key features of the Sharesave Plan

#### Invitations

When the Sharesave Plan is operated, substantially all UK employees of each participating subsidiary must be invited to participate (subject to any qualifying period of service) on the same terms. Other employees can also be invited.

Any invitations will normally be made within 42 days of the announcement of results for any period or the annual general meeting.

#### Savings contract

Eligible employees who wish to participate must enter into a savings contract for three or five years. Under this, they agree to save a monthly amount from salary for the term of the contract. This is limited to £500 per month or such other sum as may be allowed by legislation. The current limit set by the Company under the Sharesave Plan is £375 per month.

#### Grant of options

At the start of the contract, participants are granted an option which can only be exercised using the value of the proceeds of the savings contract. The number of shares subject to the option is the number which can be bought, at the exercise price, with the expected proceeds of the savings contract, including any interest or bonus.

The exercise price of the option is set by the directors but must not be less than 80% of the market value of a share on the date specified in the invitation to participate.

#### Exercise of options

Options are normally exercisable within 6 months after the maturity of the savings contract.

#### Leaving employment

Options normally lapse if the participant leaves before exercise but an option can be exercised for six months after leaving for "good leaver" reasons such as retirement, death or redundancy. Options can only be exercised using the proceeds of the savings contract to the date of exercise.

#### Takeovers, mergers and other reorganisations

Options can generally be exercised early on a takeover or scheme of arrangement using only the proceeds of the savings contract to the date of exercise. Alternatively, participants may be allowed or, in the case of a restructuring, required to exchange their options for options over shares in the acquiring company.

#### Adjustment of options

The option price and/or number of shares subject to options may be adjusted following a rights issue or other variation in the share capital of the Company.

### 2. Key features of the ESP

#### Outline

The ESP offers three ways to provide shares to employees based in the UK – free, partnership and matching shares. The Plan contains all three elements, and the directors have power to decide which, if any, of them should be implemented. The ESP operates in conjunction with a trust, which will hold shares on behalf of employees.

#### Eligibility

All employees of the Company and any subsidiaries designated by the directors as participating companies must be eligible to join the ESP, provided they have worked for the Company or a participating company for a qualifying period determined by the directors (which may not exceed 18 months).

#### Free Shares

The ESP provides for the award of shares worth up to a maximum set by the legislation (currently £3,600) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets. "Similar terms" means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves employment, his shares cease to be subject to the ESP.

The shares may be forfeited if the participant leaves employment within three years of the award.

The last time the Company offered free shares was in 2014.

#### Partnership Shares

The ESP provides for employees to be offered the opportunity to purchase shares out of contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,800 in each tax year, or 10% of salary if less). Employees can stop making contributions at any time. The employees' contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares.

Partnership shares can be withdrawn from the ESP by the participant at any time, but there will be an income tax liability if the shares are withdrawn before five years.

#### Matching Shares

The ESP provides that where employees buy partnership shares, they may be awarded additional free matching shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years.

The matching shares may be offered on the basis that if the participant withdraws their corresponding partnership shares before the trustees have held them for a holding period of up to three years, the linked matching shares will be forfeited. If the participant ceases to be employed within the minimum holding period, the matching shares may be forfeited.

The Company currently provides matching shares on a one for one basis in respect of partnership shares purchased with the first £20 of contributions and then on a one for two basis in respect of shares purchased with contributions between £20 and £125. There is currently no match for partnership shares purchased with contributions between £125 and £150.

#### Dividends

Dividends paid on the free, partnership or matching shares may be re-invested in the purchase of additional shares, which must be held in the ESP for a period of three years or they may be paid in cash.

#### Voting Rights

Participants may direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

### 3. Features common to both plans

#### Plan limits

**In any ten-year period, the number of shares** which may be issued under the Plans and under any other employees' share plan operated by the Company may not exceed ten per cent of the issued ordinary share capital of the Company from time to time.

Treasury shares will be treated as newly issued shares for the purposes of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise.

#### Changes to the Plans

The directors can amend the Plans in any way. However, subject to the following, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to: eligibility; individual and plan limits; exercise price; rights attaching to options and shares; adjustments on a variation in the Company's share capital; and the amendment power. The directors can, without shareholder approval: make certain minor advantageous amendments e.g. to benefit the administration of the Plans or to obtain or maintain favourable tax treatment; establish further plans based on the Plans, but modified to take account of overseas securities laws, exchange controls or tax legislation (but shares made available under such further plans will be treated as counting against any limits on participation in the main plan).

#### General

No further invitations will be made under the ESP and no further options granted under the Sharesave Plan after 22 May 2029.

Awards and options may be satisfied using newly issued Shares, treasury Shares or Shares purchased in the market.

Any shares issued pursuant to awards or options 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.

Benefits under the Plans are not pensionable or transferable.



## Notes to the AGM Notice

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 close of business on 21 May 2019 (the 'Specified Time') or in the event of an adjournment by close of business 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 Share Portal at [www.landgshareportal.com](http://www.landgshareportal.com); or
- 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 16 of this document.

If you require a hard copy proxy form or form of direction, please call the Registrar on +44 (0)371 402 3341.\* 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 16. Please note that, to be valid, all proxy forms must be completed, signed and received by the Registrar by 11am on Tuesday 21 May 2019. Forms of direction must be received by the Registrar by 11am on Monday 20 May 2019. 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.

\* Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9am to 5.30pm Monday to Friday excluding public holidays in England and Wales.

### 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 Independent Auditor's Report to the member of the company 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 and voting rights

As at 29 March 2019, being the latest practicable date prior to the publication of this Notice, the company's issued share capital consisted of 5,960,895,310 ordinary shares carrying one vote each. Therefore the total number of voting rights in the company as at 29 March 2019 was 5,960,895,310.

### 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:

- a) the answer has already been given on the company's website in the form of an answer to a question; or
- b) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- c) 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.legalandgeneralgroup.com](http://www.legalandgeneralgroup.com).

### Documents available for inspection

The following documents 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: copies of the rules of the Legal & General Group Savings-Related Share Option Scheme and the Legal & General Group Employee Share Plan; copies of the executive directors' service contracts; copies of letters of appointment of the Chairman and non-executive directors and copies of the current Articles of Association.

### 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 Shareholders

Register your vote electronically by 11am on Tuesday 21 May 2019 at [www.landshareportal.com](http://www.landshareportal.com). You will need your Investor Code, which is on your proxy form, notification of availability letter or notification of availability email.

### Legal & General Corporate Sponsored Nominee (CSN)

Register your vote electronically by 11am on Monday 20 May 2019 at [www.landshareportal.com](http://www.landshareportal.com). You will need your Investor Code, which is on your form of direction, notification of availability letter or notification of availability email.

### 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 at [euroclear.com/CREST](http://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 Tuesday 21 May 2019 to be valid. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Registrar 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 Register in respect of the joint holding (the first-named being the most senior).

## Shareholder information

### Annual general meeting

The 2019 AGM will be held on Thursday, 23 May 2019 at 11am at The British Medical Association, BMA House, Tavistock Square, Bloomsbury, London, WC1H 9JP. Registration will take place on the ground floor. The Great Hall, refreshments and cloakroom facilities are located on the first floor and can be accessed by stairs or by lift from the registration area. The lift allows a limited number of occupants at any one time so it is advisable for anyone requiring use of the lift to allow time on arrival in case of a queue. The AGM provides the Board with the opportunity to meet shareholders. The Board regards the AGM as an important opportunity to communicate directly with private investors. The Notice of Meeting and all other details for the AGM are available at [www.legalandgeneralgroup.com](http://www.legalandgeneralgroup.com) (the website).

### Dividend information

#### Dividend per share

This year the directors are recommending the payment of a final dividend of 11.82 pence per share. If you add this to your interim dividend of 4.60 pence per share, the total dividend recommended for 2018 will be 16.42 pence per share (2017: 15.35 pence per share). The key dates for the payment of dividends are set out in the important dates section on page 18.

### Communications

#### Internet

Information about the company, including details of the current share price, is available on the website, [www.legalandgeneralgroup.com](http://www.legalandgeneralgroup.com).

#### Investor relations

Private investors should contact the Registrar with any queries. Institutional investors can contact the investor relations team by email: [investor.relations@group.landg.com](mailto:investor.relations@group.landg.com).

### 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.landshareportal.com](http://www.landshareportal.com). If you receive more than one copy of our communications, it could be because you have more than one record on the Register. To avoid duplicate mailings, please contact the Registrar, who can arrange for your accounts to be amalgamated.

### Registrar

Link Asset Services is the Registrar and they offer many services to make managing your shareholding easier and more efficient.

### Share Portal

The Share Portal is a secure online site where you can manage your shareholding quickly and easily. You can:

- View your holding and get an indicative valuation
- Change your address
- Arrange to have dividends paid into your bank account
- Request to receive shareholder communications by email rather than post
- View your dividend payment history
- Make dividend payment choices
- Buy and sell shares and access a wealth of stock market news and information
- Register your proxy voting instruction
- Download a stock transfer form

To register for the Share Portal just visit [www.landshareportal.com](http://www.landshareportal.com).

You will require your Investor Code which can be found on your share certificate or by contacting Link Asset Services.

### Customer support centre

You can contact Link's Customer Support Centre which is available to answer any queries you have in relation to your shareholding:

By phone – +44 (0) 371 402 3341\*

By email – [landgshares@linkgroup.co.uk](mailto:landgshares@linkgroup.co.uk)

By post – Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU

\* Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9am to 5.30pm Monday to Friday excluding public holidays in England and Wales.

### Sign up to electronic communications

Help us save paper and get your shareholder information quickly and securely by signing up to receive your shareholder communications by email.

Registering for electronic communications is very straightforward. Just visit [www.landshareportal.com](http://www.landshareportal.com). All you need is your Investor Code, which can be found on your share certificate or by contacting Link Asset 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 Legal & General shares in a nominee holding registered in the name of Link Market Services Trustees (Nominees) Limited.

To join or obtain further information, contact the Registrar. You will be sent a booklet outlining the terms and conditions under which your shares will be held.

### Dividend payment options

#### Re-invest your dividends

Link's Dividend Re-investment Plan offers a convenient way for shareholders to build up their shareholding by using dividend money to purchase additional shares. The plan is provided by Link Asset Services, a trading name of Link Market Services Trustees Limited which is authorised and regulated by the Financial Conduct Authority.

For more information and an application pack please call +44 (0) 371 402 3341.\* Alternatively you can email [shares@linkgroup.co.uk](mailto:shares@linkgroup.co.uk) or log on to [landshareportal.com](http://landshareportal.com).

It is important to remember that the value of shares and income from them can fall as well as rise and you may not recover the amount of money you invest. Past performance should not be seen as indicative of future performance. This arrangement should be considered as part of a diversified portfolio.

### Arrange to have your dividends paid direct into your bank account

The advantages are:

- Your dividend reaches your bank account on the payment date
- It is more secure – cheques can sometimes get lost in the post
- You don't have the inconvenience of depositing a cheque
- It helps reduce cheque fraud

If you have a UK bank account you can sign up for this service on the Share Portal (by clicking on 'your dividend options' and following the on-screen instructions) or by contacting the Customer Support Centre.

### Choose to receive your next dividend in your local currency

If you live outside the UK, Link Asset Services has partnered with Deutsche Bank to provide you with a service that will convert your sterling dividends into your local currency at a competitive rate. You can choose to receive payment directly into your local bank account or, alternatively, you can be sent a currency draft.

You can sign up for this service on the Share Portal (by clicking on 'your dividend options' and following the on-screen instructions) or by contacting the Customer Support Centre.

For further information contact Link Asset Services:  
By phone – UK – +44 (0)371 402 3341\*  
By e-mail – ips@linkgroup.co.uk

\* Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9am to 5.30pm Monday to Friday excluding public holidays in England and Wales.

### Buy and sell shares

A simple and competitively priced service to buy and sell shares is provided by Link Asset Services. There is no need to pre-register and there are no complicated application forms to fill in. By visiting linksharedeal.com you can also access a wealth of stock market news and information free of charge.

For further information on this service, or to buy and sell shares, visit www.linksharedeal.com or call +44 (0) 371 664 0445.\*\*

This is not a recommendation to buy and sell shares and this service may not be suitable for all shareholders. The price of shares can go down as well as up and you are not guaranteed to get back the amount you originally invested. Terms, conditions and risks apply.

Link Asset Services is a trading name of Link Market Services Trustees Limited, which is authorised and regulated by the Financial Conduct Authority. This service is only available to private shareholders resident in the European Economic Area, the Channel Islands or the Isle of Man.

\*\* Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 8am to 4.30pm Monday to Friday excluding public holidays in England and Wales.

### Important dates

25 April 2019	Ex-dividend date (final dividend)
15 May 2019	Last day for DRIP elections
23 May 2019	Annual General Meeting
6 June 2019	Payment of final dividend for 2018 (to members registered on 26 April 2019)
7 August 2019	Half year results 2019
15 August 2019	Ex-dividend date (interim dividend)
26 September 2019	Payment of interim dividend for 2019 (to members registered on 16 August 2019)

### Share fraud warning

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment. While high profits are promised, if you buy or sell shares in this way you will probably lose your money.

#### How to avoid share fraud

Have you been:

- contacted out of the blue;
- promised tempting returns and told the investment is safe;
- called repeatedly; or
- told the offer is only available for a limited time? If so, you might have been contacted by fraudsters.

#### 1. Reject cold calls

If you've been cold called with an offer to buy or sell shares, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

#### 2. Check the firm on the FS register at fca.org.uk/register

The Financial Services Register is a public record of all the firms and individuals in the financial services industry that are regulated by the FCA.

#### 3. Get impartial advice

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

If you suspect that you have been approached by fraudsters please tell the FCA using the share fraud reporting form at fca.org.uk/scamsmart where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768.

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at www.actionfraud.police.uk.

If you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme.

Find out more at fca.org.uk/scamsmart.

### 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 7.996 pence 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 0800 1076830.

## Your shareholder discounts and special terms

### Offering you more than just a dividend

As a Legal & General shareholder, there are a range of discounts and special terms available to you and your family. This includes investments, life insurance, cover for your home and much, much more.

### Your shareholder deals

#### Lifetime mortgages

We reserve the right to withdraw the cashback offer at any time.

Many people know how they'd like to improve their retirement but may not have the money to do so. If you are aged 55 or over, a homeowner and you've got equity in your home you may be able to use it to change your retirement for the better with a lifetime mortgage.

#### What is a lifetime mortgage?

It's a type of equity release, which secures a loan against your home. In simple terms, it allows you to release money (equity) tied up in your home. And the good news is it's tax-free, and providing you meet the Terms and Conditions you won't have to move. There may be cheaper ways to borrow money.

Interest is charged on the loan plus any interest already added. This means the amount you owe will grow quickly over time.

Whether you take the Flexible Lifetime Mortgage or Optional Payment Lifetime Mortgage, you can choose to release the total amount available, or you can release smaller amounts (also known as drawdowns) as and when you need to. If you do decide to take smaller amounts, a different interest rate may apply to each amount you take, depending on the interest rates available at the time.

A lifetime mortgage will reduce any inheritance and may affect your entitlement to means-tested benefits.

#### How do I get the offer?

The shareholder offer is only available if you receive advice from The Retirement Lending Advisers (TRLA). We won't provide the cashback if you're using your own adviser or a whole of market adviser. TRLA aren't part of Legal & General, they're a separate company that only advise on our Lifetime Mortgages.

#### 2% cashback for shareholders

If you use TRLA to take out our Lifetime Mortgage you'll receive 2% of the initial loan amount as cashback.

- If you take out a lifetime mortgage which already has cashback through our standard offering, the 2% shareholder offer will be added to this.
- Any further drawdowns will not have 2% cashback added.
- If you're using your own adviser or a whole of market option, this offer will not be available.

Please note: The offer is only available on our Flexible Lifetime Mortgage and Optional Payment Lifetime Mortgage. It is not available on our Income Lifetime Mortgage.

#### Find out more:

Call TRLA free on 0800 915 4735, quoting HF152 and your Investor Code (if known). Lines are open Monday to Friday, 9.00am to 5.30pm. TRLA may record and monitor calls. Visit: [legalandgeneral.com/retirement/calculators-and-tools/faqs/](http://legalandgeneral.com/retirement/calculators-and-tools/faqs/)

#### Investments

Whatever you're looking for from an investment, we've a range of options and funds to help you achieve your goals. Whether you're looking for a stocks and shares ISA, Junior ISA or unit trusts, we're here to help.

#### Your money could go further

Legal & General shareholders, including friends and family get 1% cashback on both stocks and shares ISAs and Junior ISA investments.

For unit trusts a 1% extra allocation of units is added to investments.

Please note that terms and conditions apply.

#### Make your money go further – invest up to £20,000 with our stocks and shares ISA

If you haven't already – why not take advantage of your ISA entitlement of up to £20,000 for the 2019/20 tax year?

Lump sum ISA investments start from £100 or you can start regular contributions from as little as £20 a month.

#### Investing for a child's future with a Junior ISA?

Our Junior ISA is a great way to help you save for a child or grandchild. With an annual entitlement of £4,368 for the 2019/2020 tax year you can give a child a financial head start in later life. The money is locked away until the child turns 18, when it changes into an adult ISA.

You can start our Junior ISA on behalf of a child from as little as £20 a month, with a lump sum of just £100, or a combination of the two up to the annual allowance for the tax year.

#### Why invest with us?

- Legal & General are one of the UK's leading financial services companies, with over 9.5 million customers in the UK (as at 30 June 2018) for life assurance, pensions, investments and general Insurance plans.
- Online access to your investments through our 'My Account' tool to help you monitor and manage your investments 24 hours a day 7 days a week.
- Award Winning Customer Service –
  - We are very proud of our award winning UK based Customer Contact Centre in Cardiff which recently won the European Contact Centre of the year
  - In addition, we've been accredited with The Institute of Customer Service ServiceMark – a national standard, recognising both our achievements in customer service and our on-going commitment to upholding these standards

#### Important reminder

Remember, the value of an investment and any income from it may fall as well as rise. You/your child may get back less than invested. Although there is no fixed term, you should be prepared to hold your money in a stocks and shares ISA or unit trust for at least five years.

For more information visit: [legalandgeneral.com/shareholderoffers](http://legalandgeneral.com/shareholderoffers)  
Or call 0800 980 2691 (calls will be recorded)

#### General insurance products and discounts

As a Legal & General shareholder, you and your friends and family are entitled to exclusive discounts on our home, landlord, pet and life insurance products.

Please read the information below, with further information available at [www.legalandgeneral.com/shareholderoffers](http://www.legalandgeneral.com/shareholderoffers)

To take advantage of these discounts, simply call 0800 107 6830 or visit [www.legalandgeneral.com/shareholderoffers](http://www.legalandgeneral.com/shareholderoffers)

#### Home Insurance

##### 15% discount off our online Home Insurance prices

We offer Buildings Insurance, Contents Insurance or both and the below comes as standard with either insurance:

- Includes cover for Fire, Flood, Storms, Subsidence, Escape of Water and Theft
- A 24 hour legal and domestic helpline
- Annual or interest free monthly payment options

Choose from two levels of cover with SmartQuote – Silver if you want to pay less and Gold if you want to cover more:

Gold Home Insurance provides a comprehensive level of cover for a wide range of events. It includes Accidental Damage and Home Emergency Cover (not suitable for tenants) as standard. With the option to add Cover Away from the Home, Bicycle Cover, Valuable Items Cover and Family Legal Protection.

Silver Home Insurance provides a lower level of cover, but still includes important protection against events like fire, flood, storms, subsidence, escape of water and theft. You can choose to add additional cover like Accidental Damage, Home Emergency Cover (not suitable for tenants), Cover Away from the Home, Bicycle Cover, Valuable Items Cover and Family Legal Protection.

#### Discount code

Quote discount code **SHARE15** online, or over the phone. Friends and family are entitled to the same discount, using the same code.

#### Landlord insurance

##### 25% discount off our Landlord Insurance

Our **4 Star Defaqto** rated Landlord Insurance can help protect your rental property.

- Includes cover for events such as: loss or damage caused by fire, flood, leaking oil or fallen trees
- Optional accidental damage and malicious damage by tenants, and legal expenses and rent guarantee cover

#### Discount Code

Quote discount code **E001**, available over the phone only.

Friends and family are entitled to the same discount, using the same code.

#### Pet Insurance

##### 10% discount off our Pet Insurance for the life of the policy

Pet insurance provides peace of mind and can help to cover the cost of unexpected vet fees when your pet needs treatment due to an accident or illness.

- Up to £10,000 in veterinary fees, per year for Lifetime\*
- We'll cover you for advertising and a reward for your lost pet excluding Accident Only\*
- Legal advice line

\* Limitations and Exclusions apply

#### Discount Code

Quote discount code **SHARE10** online, or over the phone.

Friends and family are entitled to the same discount, using the same code.

#### Travel Insurance

##### 15% discount off our Travel Insurance

Whether you're just going on a single trip or have a few holidays planned this year, our travel insurance will protect you when you need it most. So you can just get on with all that relaxing.

Legal & General Travel Insurance is sold and administered by Hood Travel Limited and underwritten by AWP P&C SA. Together, we provide a range of products with a variety of cover options for you to choose from.

Our Travel Insurance at a glance:

- Three levels of cover for you, your family or a group trip
- 24/7 UK emergency helpline
- Enhance your cover by adding additional cover options such as winter sports, golf, cruise, weddings and natural catastrophe

#### Learn more about Travel Insurance

Once you've looked at the information available on the customer website why not get a quote online and use the promotional code: **E033** to get your discount. Friends and family are entitled to the same discount, using the promotional code: MGMSTA.

The discount is available for both Single Trip and Annual Multi-Trip policies and applies at renewal.

Or call our Direct Sales Team on 0800 107 1347. Lines are open 8am to 8pm Monday to Thursday, 8am to 6pm Friday and 9am to 1pm Saturday. We may record and monitor calls.

#### 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, from age 55 onwards, and the value of your pension pot may fall as well as rise.

Please call us on 0800 107 6830 to request a Shareholder pack.

#### Life Insurance

##### 25% discount off our Life Insurance

We offer a choice of two plans: Life Insurance and Decreasing Life Insurance.

#### Discount Code

Quote discount code **SHTERM** over the phone.

#### Over 50's Life Insurance

##### 10% additional cash sum on our Over 50s Fixed Life Insurance Plan

#### Discount Code

Quote discount code **SHO50** over the phone.

For further information about our products, please visit [legalandgeneral.com/shareholderoffers](http://legalandgeneral.com/shareholderoffers) or please call 0800 107 6830

We may record and monitor calls. Lines are open as follows:

#### Investments & Junior ISA

8.30am–6pm Monday to Friday

Surveying Services 9am–8pm Monday to Friday  
9am–1pm Saturday

#### General Insurance

8am–8pm Monday to Thursday 8am–6pm Friday  
9am–1pm Saturday

#### Pensions

8am–8pm Monday to Friday  
9am–5pm Saturday

#### Life Insurance

8am–8pm Monday to Friday  
9am–5pm Saturday

#### Over 50s Life Insurance

8am–8pm Monday to Friday  
9am–5pm Saturday

**Please note that each offer has terms and conditions, visit [www.legalandgeneral.com/shareholderoffers](http://www.legalandgeneral.com/shareholderoffers). These offers may be withdrawn at any time.**



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**Registered office:**

One Coleman Street,  
London EC2R 5AA

T 020 3124 2000

F 020 3124 2500

[legalandgeneralgroup.com](http://legalandgeneralgroup.com)

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.



Designed by Superunion

Printed on Amadeus Primo Silk.  
This paper is independently certified  
according to the rules of the Forestry  
Stewardship Council® (FSC®).  
The manufacturing mill holds the  
ISO14001 environmental certification  
and the EU Eco label (EMAS).

Printed at Pureprint Group, ISO 14001.  
FSC® certified and CarbonNeutral®.

