
THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT ABOUT ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISOR AUTHORISED PURSUANT TO THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL YOUR ORDINARY SHARES IN LEGAL & GENERAL GROUP Plc, YOU SHOULD PASS THIS DOCUMENT AND OTHER ENCLOSURES TO THE PURCHASER OR TRANSFEREE OR TO THE PERSON THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



Registered office:
Legal & General Group Plc
One Coleman Street
London
EC2R 5AA
Registered in England and Wales. No. 1417162

17 March 2008

Dear Shareholder,

ANNUAL GENERAL MEETING

I have pleasure in inviting you to the 29th Annual General Meeting of Legal & General Group Plc which will be held at The Institution of Engineering and Technology, Savoy Place, London WC2R 0BL at 11.30 a.m. on Wednesday, 14 May 2008. The Notice of Annual General Meeting, together with explanations of the resolutions, is set out on pages 3 to 11.

This year, in addition to the Annual General Meeting's regular business, we are taking the opportunity to seek your approval to a number of amendments to the Articles of Association primarily to reflect the new provisions of the Companies Act 2006. An explanation of the main changes between the Company's current Articles of Association and the proposed new Articles is set out on pages 10 and 11.

When we sent out the Interim Report, we asked you to let us know how you would like to receive information in future. We are now responding by sending you the information in your preferred format. For the majority of our shareholders, this means electronically via our website. This year's Annual Report & Accounts and Summary Financial Statements, as well as documentation relating to our 2008 AGM, can now be viewed on our website: <http://investor.legalandgeneral.com>.

If you chose to receive information electronically, we will write to you, by email or by post, each time new shareholders' information is published to let you know where to find it.

Shareholders who have chosen to receive printed materials will continue to receive either the Annual Report & Accounts or Summary Financial Statements by post as usual. You can change your preference at any time by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Action to be taken

Whether or not you are able to attend the Annual General Meeting, your vote is important.

A proxy form for use by the holders of Ordinary shares at the Annual General Meeting is enclosed. Please complete the form in accordance with the instructions and return it to Equiniti by 11.30 a.m. on Monday, 12 May 2008.

If you prefer, you can submit your proxy electronically either via the Internet or, if you are a CREST member, through the CREST system. Details are set out in the notes to the Notice of Annual General Meeting on pages 5 and 6. Submission of a proxy appointment will not prevent you from attending and voting at the meeting in person should you wish to do so. Further information on how to vote, including the appointment of proxies, is given on pages 5 and 6.

Recommendation

Your directors believe that all the proposed resolutions are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of these resolutions as the directors intend to do in respect of their own beneficial shareholdings.

Yours faithfully

Rob Margetts

Sir Rob Margetts, CBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting of Legal & General Group Plc (the “Company”) will be held at The Institution of Engineering and Technology, Savoy Place, London WC2R 0BL on Wednesday, 14 May 2008 at 11.30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary resolutions:-

1. That the audited Report and Accounts of the Company for the year ended 31 December 2007 be received and approved.
2. That a final dividend of 4.10p per Ordinary share in respect of the year ended 31 December 2007 be declared and be paid to shareholders on the register at the close of business on 18 April 2008.
3. That T. J. Breedon, who retires by rotation, be re-elected as a director.
4. That F. A. Heaton, who retires by rotation, be re-elected as a director.
5. That Sir Rob Margetts C.B.E., who retires by rotation, be re-elected as a director.
6. That H. E. Staunton, who retires by rotation, be re-elected as a director.
7. That Sir David Walker, who retires by rotation, be re-elected as a director.
8. That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
9. That the directors be authorised to determine the auditors’ remuneration.
10. That the Directors’ Report on Remuneration for the year ended 31 December 2007 as set out on pages 49 to 57 of the Report and Accounts, be considered and approved.
11. That the directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of that Act) up to an aggregate nominal amount of £15,285,372, being 10% of the issued share capital of the Company as at 17 March 2008 (being the last date that the figures were available prior to the preparation of the AGM Notice), in substitution for all previous such authorities. This authority shall (unless renewed) expire at the conclusion of the Annual General Meeting of the Company to be held in 2009, or on 30 June 2009 if earlier, except that the Company may at any time prior to the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Special resolutions:-

12. That, subject to the passing of resolution No. 11, the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) under the authority conferred by resolution No. 11 and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of that Act as if Section 89(1) of that Act did not apply to such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of shareholders (excluding any shareholders holding shares as treasury shares) where the equity securities are offered to each such shareholder in the same proportion (as nearly as may be) to the number of shares held by each such shareholder (subject to such exclusions or other arrangements as the directors of the Company may think fit in connection with fractional entitlements or legal or practical problems arising in connection with the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory); and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £7,642,686, being 5% of the issued share capital of the Company as at

Notice of Annual General Meeting

17 March 2008 (being the last date that the figures were available prior to the preparation of the AGM Notice).

This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009, or on 30 June 2009 if earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

13. That the directors of the Company be and they are hereby granted, pursuant to Article 7 of the Articles of Association of the Company and in accordance with Section 166 of the Companies Act 1985, general and unconditional authority to make market purchases (within the meaning of Section 163 of that Act) of any of the Company's Ordinary shares upon, and subject to, the following conditions:-
- (a) the maximum number of Ordinary shares in the Company hereby authorised to be purchased is 611,414,917 Ordinary shares, being 10% of the issued share capital of the Company as at 17 March 2008 (being the last date that the figures were available prior to the preparation of the AGM Notice);
 - (b) the minimum price which may be paid for each Ordinary share is 2.5p;
 - (c) the maximum price which may be paid for each Ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market price of an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary shares are contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest independent current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003);
 - (d) the authority hereby conferred shall (unless renewed prior to such time) expire at the conclusion of the Annual General Meeting to be held in 2009, or on 30 June 2009 if earlier, except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of Ordinary shares which would or might be completed wholly or partly after the expiry of such authority.
14. That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board



Claire Davies
Group Secretary
17 March 2008

Registered Office:
Legal & General Group Plc
One Coleman Street
London
EC2R 5AA
Registered in England and Wales. No. 1417162

Notes to the Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

1. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered on the register of members of the Company as at 6.00 p.m. on Monday, 12 May 2008 or, if the meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

APPOINTMENT OF PROXIES

2. A proxy form for use by shareholders to make such appointment and give proxy instructions is enclosed. If you do not have a proxy form and believe that you should have one, or, if you require additional forms, please contact Equiniti on 0871 384 2118. Shareholders are entitled to appoint a proxy to exercise all or any of their rights, to attend and speak and vote on their behalf at the meeting. A shareholder may appoint one or more proxies in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder.
3. To be valid the proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Equiniti by 11.30 a.m. on Monday, 12 May 2008. Completion of a form of proxy or other instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not preclude a member from attending and voting at the meeting in person. Anyone who holds their Ordinary shares within the Legal & General Electronic Share Service must submit their form to be received by Equiniti no later than 11.30 a.m. on Friday, 9 May 2008.
4. Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the proxy form will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti on-line portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than that provided or, if received after 11.30 a.m. on Monday, 12 May 2008. Please note that any electronic communication found to contain a computer virus will not be accepted.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to Nominated Persons who have been nominated under section 146 of the Companies Act 2006 to enjoy information rights. The rights described in these paragraphs can only be exercised by shareholders of the Company. A Nominated Person may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

APPOINTMENT OF PROXIES THROUGH CREST

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Wednesday, 14 May 2008 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID 7RA01) by no later than 11.30 a.m. on Monday, 12 May 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp

applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.

CORPORATE REPRESENTATIVES

10. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

TOTAL VOTING RIGHTS

11. As at 17 March 2008 (being the last business day prior to the preparation of the AGM Notice) the Company's issued share capital consists of 6,114,149,179 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 17 March 2008 are 6,114,149,179.

DOCUMENTS AVAILABLE FOR INSPECTION

12. Copies of the executive directors' service contracts and copies of letters of appointment of the Chairman and the non-executive directors are available for inspection at the Registered Office during normal business hours on any business day (excluding public holidays) until the close of the Annual General Meeting, and will also be available for inspection at the Annual General Meeting venue for 15 minutes before and until the conclusion of the meeting.
13. Copies of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association marked to show the changes that will result from adoption of the proposed New Articles of Association, will be available for inspection as from the date of this Notice during normal business hours on any business day (excluding public holidays) until the close of the Annual General Meeting, at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, at the Registered Office of the Company and also at the Annual General Meeting venue for 15 minutes before the Annual General Meeting until it ends.
14. You may not use any electronic address provided either:
 - in this notice of Annual General Meeting; or
 - any related documents (including the Chairman's letter and proxy form),to communicate with the Company for any purposes other than those expressly stated.

Explanation of Resolutions

Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed more than half the votes cast must be in favour of the resolution. Resolutions 12 to 14 are proposed as special resolutions. This means that for each of those resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolutions.

RESOLUTION 1 – REPORT AND ACCOUNTS

The directors of the Company are required by company law to present the accounts, the directors' report and the auditors' report on the accounts to the meeting.

RESOLUTION 2 – FINAL DIVIDEND

The Board is recommending to shareholders a final dividend of 4.10p for 2007, an increase of 7.6% over the 2006 final dividend.

RESOLUTIONS 3 TO 7 – RE-ELECTION OF DIRECTORS

The Board and its directors participate in an annual evaluation process, the aim of which is to assess the effectiveness of the Board's collective performance as well as the contributions of the individual directors.

For 2007/2008, the Board evaluation process was conducted by the Chairman and took the form of questionnaires and interviews with directors. Overall, there was a high level of satisfaction with the way in which the Board functions. A summary of the key findings was provided to the Board by the Chairman. Feedback on individual performance was delivered to directors by the Chairman. In the case of the Chairman, feedback was delivered by the senior independent director.

As part of its regular valuation, the Board considers the Chairman's availability and his capacity to undertake his role, against the background of his other commitments. The Board remains satisfied that the Chairman continues to be able to fulfil the normal time commitments required of his role and has the personal commitment and capacity to make himself available when unforeseen circumstances arise.

Under the Company's Articles of Association, all directors must submit themselves for re-election at an AGM once every three years.

A summary of the directors' biographical details is outlined on pages 42 and 43 of the Company's 2007 Annual Report and Accounts and has been replicated here for those directors seeking re-election.

Tim Breedon, Group Chief Executive, Committee Membership: GRCC, CSR, GCC, GIRC, IMRC.
Aged 50

Tim was promoted to Group Chief Executive in January 2006 from Deputy Group Chief Executive. He joined the Board as Group Director (Investments) in January 2002, having joined Legal & General in 1987. Tim is also a Director of the Association of British Insurers. Former roles include: Managing Director (Index Funds) and Director (Index Funds).

Frances Heaton, Independent, Non-Executive Director, Committee Membership: AC, NC.
Aged 63

Frances was appointed to the Board in July 2001. Frances is also a Non-Executive Director of Jupiter Primadonna Growth Trust Plc and BMT Limited. Former roles include: Non-Executive Director AWG PLC, Member of the Court of Directors of the Bank of England; Deputy Chairman of WS Atkins PLC and Executive Director of Lazard Brothers & Co., Limited.

Sir Rob Margetts CBE, Chairman, Committee Membership: NC, RC. Aged 61

Rob was appointed as a Non-Executive Director in June 1996 and Chairman in February 2000. He is a Senior Non-Executive Director of Anglo American Plc, Chairman of Ensus Limited and a Director of Falck Renewables Plc. Rob is also a Trustee of the Council for Industry and Higher Education and Chairman of the Energy Technologies Institute. Former roles include: Chairman of BOC Group Plc; Chairman of the Natural Environment Research Council and Vice Chairman of ICI Plc.

Henry Staunton, Independent, Non-Executive Director, Committee Membership: AC, NC.
Aged 59

Henry was appointed to the Board in May 2004. Henry is also a Non-Executive Director of Ladbrokes Plc and Standard Bank Plc. Former roles include: Finance Director of ITV Plc and Granada Group Plc; Chairman of Ashtead Group Plc and Non-Executive Director of EMAP Plc, Independent Television News Limited and Vector Hospitality Plc.

Sir David Walker, Vice Chairman and Senior Independent Non-Executive Director, Committee Membership: NC, RC. Aged 68

David was appointed to the Board in March 2002 as a Non-Executive Director. Former roles include: Chairman and Chief Executive of Morgan Stanley International Limited; Executive Director of the Bank of England; Chairman of the London Investment Banking Association; Chairman of the Securities and Investments Board and Deputy Chairman of Lloyds Bank.

Key to Committee Memberships:

AC	Audit Committee
CSR	Corporate Social Responsibility Committee
GCC	Group Capital Committee
GIRC	Group Insurance Risk Committee
GRCC	Group Risk & Compliance Committee
IMRC	Group Investment & Market Risk Committee
NC	Nominations Committee
RC	Remuneration Committee

The Nominations Committee has reviewed and recommended to the Board the re-election of each of the directors referred to above. Each of the non-executive directors (with the exception of the Chairman) seeking re-election are considered to be independent. All the directors continue to make an effective and valuable contribution to the Board and demonstrate commitment to their respective roles. The Board unanimously recommends the re-election of the directors referred to in resolutions 3 to 7 above.

RESOLUTIONS 8 AND 9 – RE-APPOINTMENT AND REMUNERATION OF THE AUDITORS

Resolution 8 seeks to re-appoint PricewaterhouseCoopers LLP as auditors of the Company and Resolution 9 seeks authorisation for the directors to agree the auditors' remuneration.

RESOLUTION 10 – DIRECTORS' REPORT ON REMUNERATION

Pursuant to The Directors' Remuneration Report Regulations 2002, the Company is required to put a resolution to approve the directors' report on remuneration for the financial year, to the shareholders in general meeting. The report includes details of the members of the Remuneration Committee, the Company's policy on directors' remuneration, a performance graph showing the Company's Total Shareholder Return performance compared to the FTSE 100 index Total Shareholder Return over the last five years, details of directors' service contracts and disclosures relating to each director's remuneration.

The report for the year ended 31 December 2007 is set out on pages 49 to 57 of the Report and Accounts 2007.

RESOLUTION 11 – RENEWAL OF DIRECTORS' AUTHORITY TO ALLOT SHARES

This resolution seeks to allow the directors to allot Ordinary shares in the Company and will replace the existing authority. The new authorisation will last until the Annual General Meeting in 2009, or on 30 June 2009 if earlier.

The maximum amount that can be allotted under this authority is £15,285,372 nominal value of shares which is equivalent to 10% of the issued share capital at 17 March 2008 (the last date that the figures were available prior to the preparation of the AGM Notice). The directors currently have no intention of issuing further share capital.

RESOLUTION 12 – DISAPPLICATION OF PRE-EMPTION RIGHTS

The effect of this resolution is to replace the existing authority to allow the directors to allot Ordinary shares in the Company for cash, and to transfer shares held in treasury, other than to existing shareholders in proportion to their holdings. Any allotment or transfer under this authority may be up to a maximum aggregate of £7,642,686 nominal value of shares which is equivalent to 5% of the issued share capital at 17 March 2008, (the

Explanation of Resolutions

last date that the figures were available prior to the preparation of the AGM Notice). It is not intended, without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds, to issue or transfer in this way more than 7.5% of the share capital in any rolling three year period. The resolution will also authorise the directors to allot shares in connection with a rights issue, open offer or other pre-emptive offer otherwise than strictly *pro rata* where practical considerations, such as fractional entitlements and foreign securities laws, make this desirable. The authority under this resolution will last until the next Annual General Meeting in 2009, or on 30 June 2009 if earlier.

Both resolutions 11 and 12 are consistent with the recommendations of the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.

The directors have no current intention of issuing further share capital.

RESOLUTION 13 – PURCHASE OF OWN SHARES

This resolution seeks to allow the Company to make market purchases of up to 611,414,917 of its own Ordinary shares representing 10% of the Company's issued share capital at 17 March 2008 (the last date that the figures were available prior to the preparation of the AGM Notice) at prices not less than 2.5p per Ordinary share and not more than (i) 5% above the average of the middle market price taken from the London Stock Exchange Daily Official List for the five business days before each purchase, and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC No. 2273/2003). The authority under this resolution will continue until the Annual General Meeting in 2009, or on 30 June 2009 if earlier.

At the Annual General Meeting of the Company held on 16 May 2007 a special resolution was passed by shareholders allowing the Company to make market purchases of up to 653,252,004 of its own Ordinary shares, representing 10% of the Company's issued share capital as at the last date that the figures were available prior to the preparation of the 2007 AGM notice, being 13 March 2007. On 26 July 2007, the Company announced a £1bn share buyback programme. During the year ended 31 December 2007, 241,207,267 Ordinary shares (representing 3.83% of the Company's issued share capital as at 31 December 2007) were purchased for a consideration of £318m (£320m including expenses) at an average price of £1.33 per share. Since the year end, additional purchases have been made. As at 17 March 2008, a further 198,508,564 Ordinary shares each with a nominal value of 2.5p were repurchased for cancellation. This represented 3.25% of the issued share capital. The aggregate consideration paid was £250m (£251m including expenses) at an average price of £1.26 per share.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 allow companies to hold shares purchased from the market in treasury for cash sale at a later date or for employees under an employees' share scheme with a view to a possible reissue at a future date, as an alternative to cancelling them. If the Company were to purchase any of its own shares, it would consider holding some of them as treasury shares principally to satisfy prospective requirements under employees' share scheme.

The Company does not currently hold any treasury shares. The total number of options to subscribe for Ordinary shares outstanding at 17 March 2008 (being the last date that the figures were available prior to the preparation of the AGM Notice) was 72,715,261. This represents 1.19% of the issued Ordinary share capital at that date. If the Company were to buy back the maximum number of Ordinary shares permitted pursuant to the passing of resolution 13, then the total number of options to subscribe for shares outstanding at 17 March 2008 (being the last practicable date prior to the preparation of the AGM Notice) would represent 1.32% of the reduced issued Ordinary share capital.

RESOLUTION 14 — ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is proposed in resolution 14 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the explanatory notes on pages 10 and 11. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the explanatory notes on pages 10 and 11. The New Articles showing all the changes to the Current Articles are available for inspection, as noted in note 13 on page 6 of this document.

Explanatory Notes of Principal Changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006. Further, the remainder of the provision is reflected in full in the Companies Act 2006.

3. Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the Companies Act 2006. In particular a general meeting that is not an annual general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

4. Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. The New Articles give the directors discretion, when calculating time limits, to exclude weekends and bank holidays. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

5. Age of directors on appointment

The Current Articles contain a provision requiring a director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the director is proposed to be elected or re-elected. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

6. Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most

likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

7. Notice of board meetings

Under the Current Articles, when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad.

8. Records to be kept

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

9. Distribution of assets otherwise than in cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

10. Electronic and web communications

Provisions of the Companies Act 2006 which came into force in January 2007 prescribe how companies can communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members by these means and have been updated to reflect the new Companies Act 2006 provisions. The Company will notify members (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

11. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

12. General

Generally an opportunity has been taken to bring clearer language into the New Articles.

Definitions

the Company	Legal & General Group Plc
Ordinary resolution	A resolution passed by more than 50% of the votes cast
Ordinary shares	Legal & General Group Plc ordinary shares of 2.5p each
Special resolution	A resolution passed by at least 75% of the votes cast
Combined Code	The Combined Code on Corporate Governance issued in June 2006
Listing Rules	The Listing Rules of the UK Listing Authority
AGM	Annual General Meeting

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