

## Final Terms dated 21 July 2009

### Legal & General Group Plc

Issue of £300,000,000 Fixed Rate Subordinated Notes due 2041  
under the £2,000,000,000  
Euro Note Programme

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 27 April 2009 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at the offices of the Issuer at One Coleman Street, London EC2R 5AA and copies may be obtained from the aforementioned address.

<b>1</b>	Issuer:	Legal & General Group Plc
<b>2</b>	(i) Series Number:	4
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Pounds sterling (“£”)
<b>4</b>	Aggregate Nominal Amount of Notes:	£300,000,000
	(i) Series:	£300,000,000
	(ii) Tranche:	£300,000,000
<b>5</b>	Issue Price:	99.143 per cent. of the Aggregate Nominal Amount
<b>6</b>	(i) Specified Denominations:	£50,000 and integral multiples of £1,000 in excess thereof up to and including £99,000. No Notes in definitive form will be issued with a denomination above £99,000
	(ii) Calculation Amount:	£1,000
<b>7</b>	(i) Issue Date:	23 July 2009
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Maturity Date:	23 July 2041
<b>9</b>	Interest Basis:	Subject to Condition 5(a), 10 per cent. per annum Fixed Rate, in respect of the period from and including the Issue Date, to but excluding 23 July 2021 (the “ <b>First Reset Date</b> ”) and, thereafter at the Rate of Interest determined on each Reset Date, in each case, payable semi-annually in arrear

		(further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	As per paragraph 15(i) below
12	Put/Call Options:	Call Option
		(further particulars specified below)
13	Status of the Notes:	Option B Dated Subordinated
14	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	<p>From and including the Issue Date to but excluding the First Reset Date, 10 per cent. per annum.</p> <p>In respect of each Reset Period, the aggregate of 9.325 per cent. per annum and the Five Year Benchmark Gilt Rate in respect of such Reset Period (as determined by the Calculation Agent).</p> <p><b>“Benchmark Gilt”</b> means, in respect of any Reset Period, such United Kingdom government security having a maturity date falling closest to the last day of such Reset Period as the Calculation Agent, with advice of the Reference Dealers, may determine to be appropriate;</p> <p><b>“Calculation Agent”</b> means Citibank, N.A.;</p> <p><b>“dealing day”</b> means a day, other than a Saturday or Sunday, on which the London Stock Exchange (or such other stock exchange on which the Benchmark Gilt is at the relevant time listed) is ordinarily open for the trading of securities;</p> <p><b>“Five Year Benchmark Gilt Rate”</b> means, in respect of any Reset Period, the gross redemption yield (as calculated by the Calculation Agent on the basis set out by the Joint Index and Classification Committee of the Institute and Faculty of Actuaries as reported in the Journal of the Institute of Actuaries Vol. 105, part 1, 1978, page 18 (as amended from time to time)) on a semi-annual compounding basis (converted to an annualised yield and rounded up (if necessary) to four decimal</p>

places) of the Benchmark Gilt in respect of such Reset Period, with the price of the Benchmark Gilt for this purpose being the arithmetic average (rounded up (if necessary) to four decimal places) of the bid and offered prices of such Benchmark Gilt quoted by the Reference Dealers at 3.00 p.m. (London time) on the relevant Reset Rate Determination Date on a dealing basis for settlement on the next following dealing day in London;

“**Reset Date**” means 23 July 2021, 23 July 2026, 23 July 2031 and 23 July 2036;

“**Reset Period**” means the period from and including a Reset Date to but excluding the next succeeding Reset Date or if none, the Maturity Date;

“**Reference Dealers**” means three brokers of gilts and/or gilt-edged market makers selected by the Calculation Agent in consultation with the Issuer and approved in writing by the Trustee, or such other three persons operating in the gilt-edged market as are selected by the Calculation Agent in consultation with the Issuer and approved in writing by the Trustee, in each case whose contact details are provided to the Calculation Agent by the Issuer; and

“**Reset Rate Determination Date**” means, in relation to any Reset Date, the fifth Business Day prior to such Reset Date.

- |       |   |   |
|-------|---|---|
| (ii)  | Interest Payment Date(s):   | 23 July and 23 January in each year, commencing on 23 January 2010.   |
| (iii) | Fixed Coupon Amount(s):   | £50.00 per Calculation Amount in respect of each Interest Period beginning before the First Reset Date.<br><br>The Fixed Coupon Amount applicable in respect of each Interest Period beginning on or after the First Reset Date shall be calculated on the basis of the Rate of Interest determined in accordance with paragraph 15(i) above. |
| (iv)  | Broken Amount(s):   | Not Applicable  |
| (v)   | Day Count Fraction (Condition 4(j) of the Subordinated Conditions): | Actual/Actual (ICMA)  |
| (vi)  | Determination Dates (Condition 4(j))                                | Not Applicable  |

of the Subordinated Conditions):

- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: The Calculation Agent will, upon the determination of each Rate of Interest pursuant to paragraph 15(i) above, calculate the Fixed Coupon Amount and cause the Rate of Interest and the Fixed Coupon Amount to be notified to the Trustee, the Issuer and the Bondholders as soon as possible after their determination but in no event later than the fourth Business Day thereafter.

<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>18</b>	<b>Index Linked Interest Note/Other Variable-Linked Interest Note Provisions</b>	Not Applicable
<b>19</b>	<b>Dual Currency Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>20</b>	<b>Call Option</b>	Applicable
(i)	Optional Redemption Date(s):	Each Reset Date
(ii)	Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	£1,000 per Calculation Amount
(iii)	If redeemable in part:	
(a)	Maximum Redemption Amount:	Not Applicable
(b)	Minimum Redemption Amount:	Not Applicable
(iv)	Notice period:	Not less than 30 nor more than 60 days prior to relevant Optional Redemption Date
<b>21</b>	<b>Capital Disqualification Call</b>	Not Applicable
<b>22</b>	<b>Put Option</b>	Not Applicable
<b>23</b>	<b>Final Redemption Amount</b>	£1,000 per Calculation Amount
<b>24</b>	<b>Early Redemption Amount</b>	£1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons (Condition 6(c)) or on Event of Default (Condition 10) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

**25 Suspension Redemption Price** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

**26** Form of Notes: Bearer Notes  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

**27** New Global Note: No

**28** Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates: Not Applicable

**29** Talons for future Coupons or Receipts as required: Yes

**30** Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

**31** Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable

**32** Redenomination, renominatisation and reconventioning provisions: Not Applicable

**33** Consolidation provisions: Not Applicable

**34** Other final terms: Not Applicable

**DISTRIBUTION**

**35** (i) If syndicated, names of Managers: Barclays Bank PLC  
BNP Paribas  
HSBC Bank plc

(ii) Stabilising Manager(s) (if any): HSBC Bank plc

**36** If non-syndicated, name of Dealer: Not Applicable

**37** U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

**38** Additional selling restrictions: Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's EEA Regulated Market of the Notes described herein pursuant to the £2,000,000,000 Euro Note Programme of Legal & General Group Plc and Legal & General Finance PLC.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on London Stock Exchange's EEA Regulated Market with effect from 23 July 2009. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,600  |

### 2 RATINGS

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued have been rated: |
|          | S&P: A -                                |
|          | Moody's: A3                             |

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 YIELD

- |                      |   |
|----------------------|---|
| Indication of yield: | 10.125 per cent., calculated on a semi-annual basis.  |
|                      | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 5 OPERATIONAL INFORMATION

- |  |                          |
|--|--------------------------|
| ISIN Code:   | XS0441379095             |
| Common Code:   | 044137909                |
| Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable           |
| Delivery:  | Delivery against payment |
| Names and addresses of initial Paying Agent(s):  | Citibank, N.A.           |
| Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable           |

AIMS Calculation Agent: Not Applicable

Intended to be held in a manner which  
would allow Eurosystem eligibility: No