
Notice of Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of Legal & General Group Plc will be held at The Institution of Electrical Engineers, Savoy Place, London WC2R 0BL on Wednesday, 27 April 2005 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 Report and Accounts for the year ended 31 December 2004 be received and considered.
2. That a final dividend of 3.45p per Ordinary share be declared.
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 R. J. Margetts CBE, who retires by rotation, be re-elected as a director.
6. That H. E. Staunton, who was appointed by the Board since the last Annual General Meeting and who retires in accordance with Article 86, be elected as a director.
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. To approve the Directors' Report on Remuneration as set out on pages 37 to 42 of the Report and Accounts.
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 £8,132,449, being 5% of the issued share capital of the Company as at 31 December 2004, in substitution for all previous such authorities, provided that this authority shall (unless renewed) expire at the conclusion of the Annual General Meeting of the Company to be held in 2006, or 30 June 2006 if earlier, except that the Company may at any time prior to the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority.

SPECIAL RESOLUTIONS

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 authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) under the authority conferred by resolution No. 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, provided that this authority 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 requirements of, any recognised regulatory body or stock exchange in any territory); and

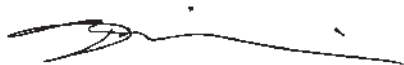
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- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £8,132,449, being 5% of the issued share capital of the Company as at 31 December 2004,

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2006, or 30 June 2006 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 of any of its Ordinary shares upon, and subject to, the following conditions:-
- (a) the maximum number of ordinary shares in the Company hereby authorised to be acquired is 325,297,974 Ordinary shares, being 5% of the issued share capital of the Company as at 31 December 2004.
- (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 105% of the average of the middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary shares are purchased; and
- (d) the authority hereby conferred shall (unless renewed) expire at the conclusion of the Annual General Meeting to be held in 2006, or 30 June 2006 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 regulations contained in the document produced to the meeting and for the purposes of identification signed by the Chairman of the meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

By Order of the Board



David Binding
Group Secretary
23 February 2005

Registered Office:
Legal & General Group Plc
Temple Court,
11 Queen Victoria Street,
London EC4N 4TP.