

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.

We're handling it

Notice of 2022 Annual General Meeting (the 'Notice')

The British Medical Association,
BMA House, Tavistock Square,
Bloomsbury, London WC1H 9JQ
Thursday, 26 May 2022 at 11.00am

Chairman's letter



Dear Shareholder

I am pleased to invite you to Legal & General Group Plc's (the Company) 2022 AGM and enclose your Notice of Meeting.

The meeting will be held at 11.00am on Thursday 26 May 2022 at the British Medical Association, BMA House, Tavistock Square, Bloomsbury, London WC1H 9JQ with additional facilities for shareholders to join and vote electronically.

AGM arrangements

We are pleased that shareholders supported our proposal to amend the Company's Articles of Association in 2021 to allow us to hold our first hybrid AGM this year. A hybrid AGM gives our shareholders greater flexibility as shareholders can decide whether they wish to attend and vote in person or virtually. We hope that this will promote greater participation and engagement in our AGM.

Registration will open at 10.00am and tea, coffee and pastries will be served in the Great Hall until 10.50am. A light buffet lunch will be provided following the AGM.

At the time of publication of this Notice, the UK Government has, in line with its 'roadmap out of lockdown', lifted all restrictions on public gatherings and non-essential travel. It is therefore currently anticipated that the AGM will be able to go ahead as normal as a hybrid meeting. However, given the constantly evolving nature of the Covid-19 situation, we want to ensure that we are able to adapt our arrangements efficiently to respond to changes in circumstances, including the introduction of any new restrictions on public gatherings and non-essential travel.

Depending on the circumstances applicable at the time, we may have to put in place some Covid-safe measures which we would ask shareholders attending the AGM to kindly observe, such as the wearing of a face covering (unless exempt), the practising of social distancing and the following of any one-way systems indicated. The situation is clearly constantly evolving and we will keep the need for any such measures under review.

Any changes to the arrangements for the AGM (including any change to the location of the AGM) will be communicated to shareholders before the meeting via the website (group.legalandgeneral.com/en/investors/retail-shareholder-centre/agm) and via a Regulatory News Service (RNS) announcement.

Changes to the Board of Directors

In 2022, we welcomed Laura Wade-Gery as an independent Non-Executive Director. Laura's appointment reflects the Company's commitment to technological innovation as it seeks to become a market leader in the digital provision of insurance and other financial solutions. In addition, we also announced the appointment of Tushar Morzaria who will join the Board after the AGM and shareholders will be asked to vote on his appointment at the 2023 AGM. Tushar has extensive financial services experience, including eight years as the Group Finance Director of Barclays Plc. Tushar will retire from his position at Barclays Plc prior to joining the Company. Both Laura and Tushar bring with them an incredible wealth of knowledge and experience which will greatly benefit the Company in the continued delivery of its strategy. In February 2022, we also announced that Toby Strauss will stand down from the Board at the end of April 2022, following his recent appointment as the Chair of Age UK. I would like to extend my thanks to Toby for his very considerable contribution to the Board and especially as Chair of the Risk Committee.

Voting

Your vote is important, and I encourage you to exercise your right to vote.

Shareholders can vote during the meeting either in person or electronically or, alternatively, you can vote in advance by appointing a proxy through www.investorcentre.co.uk/eproxy. Details of how to submit your vote, including information for CREST members, can be found on pages 9 and 10.

Proxy votes must be received no later than **11.00am on Tuesday 24 May 2022** (11.00am on Monday 23 May 2022 for the Corporate Sponsored Nominee and members of the Employee share plan). Employee share plan participants with shares held on the Link Asset Services site ('Signal Hub') should refer to their AGM notification for details of how to vote.

For those of you who wish to join us virtually, please see page 9 for joining and voting instructions.

Questions

Shareholders can register any questions to be put to the Board during the meeting by emailing Shareholderquestions@lgim.com before 10.00am on Thursday 19 May 2022. If you would like to receive a response in advance of the proxy voting deadline, please indicate this in your email.

Shareholders will also have the opportunity to submit questions during the meeting using the Lumi platform. Instructions can be found on page 9.

Recommendation

Your Board considers that each resolution to be proposed at the AGM is in the best interests of the Company and shareholders as a whole and unanimously recommends shareholders to vote in favour of all resolutions, as Board members intend to do in respect of their own shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to be 'JK', with a horizontal line underneath.

Sir John Kingman

Chairman

4 April 2022

Notice of the 2022 annual general meeting (AGM)

Notice is hereby given that the 2022 Annual General Meeting (the 'AGM') of Legal & General Group Plc (the 'Company') will be held on **Thursday 26 May 2022** at 11.00am at the British Medical Association, BMA House, Tavistock Square, Bloomsbury, London WC1H 9JO. Shareholders are invited to attend in person or electronically via the Lumi platform where they will be able to view a live video stream of the meeting as well as vote and submit questions during the meeting. Details of the arrangements for the AGM can be found on pages 9 and 10 of this Notice. We hope you will be able to join us.

The purpose of the AGM is to consider and, if thought fit, to pass the following resolutions, of which resolutions 19, 20, 21, 22 and 23 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 Board considers that each resolution to be proposed at the AGM is in the best interests of the Company and shareholders as a whole and unanimously recommends shareholders to vote in favour of all resolutions, as Board members 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 2021, together with the Directors' Report, Strategic Report and the Auditor's Report on those accounts, be received.

Resolution 2 – Final dividend

That a final dividend of 13.27 pence per ordinary share in respect of the year ended 31 December 2021 be declared and paid on 1 June 2022 to shareholders on the register of members at the close of business on 22 April 2022.

Resolution 3 – Election of director

That Laura Wade-Gery be elected as a director.

Resolution 4 – Re-election of director

That Henrietta Baldock be re-elected as a director.

Resolution 5 – Re-election of director

That Nilufer von Bismarck be re-elected as a director.

Resolution 6 – Re-election of director

That Philip Broadley be re-elected as a director.

Resolution 7 – Re-election of director

That Jeff Davies be re-elected as a director.

Resolution 8 – Re-election of director

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

Resolution 9 – Re-election of director

That Lesley Knox be re-elected as a director.

Resolution 10 – Re-election of director

That George Lewis be re-elected as a director.

Resolution 11 – Re-election of director

That Ric Lewis be re-elected as a director.

Resolution 12 – Re-election of director

That Sir Nigel Wilson be re-elected as a director.

Resolution 13 – Reappointment of auditor

That KPMG LLP be reappointed as auditor of the company, to hold office until the conclusion of the next annual general meeting at which accounts are laid.

Resolution 14 – Auditor's remuneration

That the Audit Committee, on behalf of the Board of Directors, be authorised to determine the auditor's remuneration.

Resolution 15 – Directors' Report on Remuneration

That the Directors' Report on Remuneration (excluding the Directors' Remuneration Policy), as set out on pages 94 to 95 of the Company's 2021 Annual Report and Accounts, be approved.

Resolution 16 – 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 49,753,973;
- 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 2023, 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 17 – Additional authority to allot shares in respect of contingent convertible securities

That, in addition to any authority granted pursuant to resolution 16 (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:

- d) up to an aggregate nominal amount of £20,000,000, representing approximately 13.4% of the issued ordinary share capital at 31 March 2022 (the last practicable date of measurement prior to the publication of this Notice); and
- e) (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 are convertible into, or are exchangeable for, ordinary shares in the Company in prescribed circumstances, where the Board intends that such an issuance of CCS would be eligible to count towards, or otherwise would be desirable in connection with enabling the Company or any other member of the Group to meet regulatory capital requirements or targets applicable to the Company and/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 2023 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.

Notice of annual general meeting (the ‘Notice’) continued

Resolution 18 – 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 (a), (b) and (c) 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.

SPECIAL RESOLUTIONS

Resolution 19 – Disapplication of pre-emption rights

That, if resolution 16 is passed, the Board 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 16 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 £7,463,096 (representing 298,523,843 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 2023) 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 20 – Additional authority to disapply pre-emption rights for purposes of acquisitions or specified capital investments

That, if resolution 16 is passed, the Board be given power in addition to any power granted under resolution 19 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 16 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 £7,463,096 (representing 298,523,843 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 2023) 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 21 – Additional authority to disapply pre-emption rights in connection with the issue of CCS

That, in addition to the powers granted pursuant to resolutions 19 and 20 (if passed), and if resolution 17 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 17 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 2023 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 22 – 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 597,047,687;
- 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 2023) 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 23 – Notice of general meetings

That a general meeting of the Company other than an AGM of the Company may be called on not less than 14 clear days’ notice.

By order of the Board



G J Timms

Company Secretary

4 April 2022

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 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 United Kingdom 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 12

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

Having formally considered the performance of, and contribution made, by each of the current directors standing for election or 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. Additionally, each director provides a contribution which is, and continues to be, important to the Company's long-term sustainable success. The Board supports the election or re-election of each of the directors seeking election or re-election. Biographical details for the directors are set out on pages 7 and 8 of this document and on the Company's website at legalandgeneralgroup.com.

Resolutions 13 and 14

At the AGM held on 20 May 2021, the shareholders reappointed KPMG LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid. Resolutions 13 and 14 propose to reappoint KPMG LLP as auditor of the Company and authorise the Audit Committee, on behalf of the Board of directors, to determine the auditor's remuneration.

Resolution 15

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 2021. 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 16

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 £49,753,973. This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 March 2022, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 30 June 2023 and the conclusion of the AGM of the Company to be held in 2023.

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 17

Resolution 17 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 31 March 2022 (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.

Whilst the authority sought under resolution 17 is not contemplated by the Investment Association guidelines, the Board believes that 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. However, the request for authority in resolution 17 should not be taken as an indication that the Company will or will not issue any, or any given amount of, CCS.

The authority sought under resolution 17 will expire at the earlier of 30 June 2023 and the conclusion of the AGM of the Company to be held in 2023.

Resolution 18

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.

SPECIAL RESOLUTIONS

Resolutions 19, 20, 21, 22 and 23 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour.

Resolutions 19 and 20

Section 570 of the Act permits the disapplication of pre-emption rights. Resolutions 19 and 20 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.

Explanatory notes to the resolutions

continued

The power set out in resolution 19 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 £7,463,096 (representing 298,523,843 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the company (excluding treasury shares) as at 31 March 2022, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 19(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 20 would be limited to allotments or sales of up to an aggregate nominal amount of £7,463,096 (representing 298,523,843 ordinary shares) in addition to the power set out in resolution 19. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 31 March 2022, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 20, 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 20, 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 19 and 20 will expire at the earlier of 30 June 2023 and the conclusion of the AGM of the Company held in 2023.

Resolution 21

Resolution 21 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 21 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 31 March 2022 (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 21 is in addition to the authorities proposed under resolutions 19 and 20.

The authority sought under resolution 21 will expire at the earlier of 30 June 2023 and the conclusion of the AGM of the company to be held in 2023.

Resolution 22

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 AGMs. During the year ended 31 December 2021 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 31 March 2022, being the latest practicable date prior to publication of this Notice, the Company had options and awards outstanding over 98,335,114 ordinary shares representing 1.64% of the Company's issued ordinary share capital (excluding treasury shares). If the existing authority given at the 2021 AGM and the authority now being sought by resolution 22 were to be fully used, these options and awards would represent 2.05% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

Resolution 23

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 23 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.

Appendix 1: Further information on Contingent Convertible Securities (‘CCS’)

Background

Together with other United Kingdom insurers, the group is subject to the United Kingdom 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.

Note that on 24 June 2020, the group issued £500,000,000 5.625 per cent fixed rate reset perpetual Restricted Tier 1 contingent convertible notes as contemplated by these authorities.

Why authority is being sought to issue CCS

Shareholder approval is sought (i) in resolution 17 to enable the issuance of CCS (and to authorise ordinary shares to be issued on conversion or exchange of CCS) and (ii) in resolution 21 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 enabling 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 16 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 the 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.

Board of directors

Committee membership key

- A** Audit
- N** Nominations and Corporate Governance
- R** Remuneration
- Ri** Risk
- T** Technology
- Committee Chairman

Other Board members during the year were:

Julia Wilson retired from the Board on 31 March 2021.



Sir John Kingman Chairman

Appointed October 2016

N T

John brings financial sector, government and regulatory experience to the Board. John previously served as Second Permanent Secretary to HM Treasury, where he had responsibility for the Treasury's economics ministry functions and for policy relating to business, financial services and infrastructure. John 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 (UKFI); and from 2010 – 2012, John was Global Co-Head of the Financial Institutions Group at Rothschild. From 2016 – 2021 he was the first Chair of UK Research & Innovation, which oversees Government science funding of c.£8 billion a year.

Other appointments:

- National Gallery (Deputy Chair and Trustee)
- Tesco Bank (Chair)



Sir Nigel Wilson Group Chief Executive Officer

Appointed CFO September 2009; appointed CEO June 2012

Nigel brings strong leadership skills to the Board. Nigel was knighted for services to Finance and Regional Development in the 2022 New Year's Honours List. Nigel was awarded City AM's 'Business Personality of the Year' in 2014. Nigel also won the 'Most Admired Leader' award at Britain's Most Admired Companies Awards 2017. In 2019 Nigel won 'Change Maker of the Year' at the Seven Hills Change Makers Summit. Nigel was Chairman of the Investment Association's review of Executive Pay and the government's review of Mission Led Business (both 2016 – 2017). He was a member of the government's Patient Capital Review Industry Panel and a Commissioner in the Resolution Foundation's Intergenerational Commission (both 2017 – 2018). He is currently on the Prime Minister's Build Back Better Council and Levelling Up Council.



Jeff Davies Group Chief Financial Officer

Appointed March 2017

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. Jeff is a Fellow of the Institute of Actuaries.



Philip Broadley Senior Independent Director

Appointed July 2016; Senior Independent Non-Executive Director from 31 March 2021

A N R Ri T

Philip 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. He is a former Chair of the 100 Group of Finance Directors. Philip graduated from St. Edmund Hall, Oxford, where he is now a St. Edmund Fellow. Philip is the Senior Independent Director at AstraZeneca PLC and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Other appointments:

- AstraZeneca PLC (Senior Independent Director)
- Eastbourne College (Chairman of Governors)
- London Library (Treasurer & Trustee)



Henrietta Baldock Independent Non-Executive Director

Appointed October 2018

N R Ri

Henrietta was appointed to the Board in October 2018 and has been Chair of the Group's principal operating subsidiary, Legal and General Assurance Society Limited, since March 2018. She has extensive knowledge of the financial services and insurance sectors through her 25 years' experience in investment banking, most recently as Chair of the European Financial Institutions team at Bank of America Merrill Lynch.

Other appointments:

- Investec Plc (Non-Executive Director)
- Investec Bank Plc (Non-Executive Director)
- Investec Wealth & Investment Limited (Non-Executive Director and Chair)
- Hydro Industries Limited (Non-Executive Director)



Nilufer von Bismarck OBE Independent Non-Executive Director

Appointed May 2021

A N Ri T

Nilufer was previously the Head of the Financial Institutions Group and the Equity Capital Markets practice at Slaughter and May and has spent a large part of her 34-year career working with major international financial institutions. As well as a deep and extensive understanding of the financial services sector, Nilufer has considerable experience across a range of other industries and sectors, including real estate, green infrastructure and fintech. Nilufer was appointed as the designated non-executive director for climate in January 2022 and will take on the role of designated workforce director in April 2022.

Other appointments:

- Into University (Trustee)



Lesley Knox
Independent Non-Executive Director

Appointed June 2016

N R Ri

Lesley brings a wealth of international, strategic and financial services experience having spent over 18 years in senior roles in financial services, including with Kleinwort Benson and the Bank of Scotland. Lesley previously served as Chair of Alliance Trust PLC and as Senior Independent Director at Hays plc. Lesley will have served as the designated workforce director from 2018 until April 2022. Lesley was appointed as Chair of the company's principal subsidiary Legal & General Investment Management (Holdings) Limited in July 2019.

Other appointments:

- 3i Group plc (Senior Independent Director)
- Dovecot Studios Limited (Non-Executive Director)
- Genus Plc (Senior Independent Director)
- Grosvenor Group Limited Pension Fund (Trustee)
- National Galleries of Scotland Foundation (Trustee)



George Lewis
Independent Non-Executive Director

Appointed November 2018

A N R Ri

George has significant, broad, executive and professional experience in financial services, with a strong focus on global asset management. George joined the Royal Bank of Canada in 1986, serving in various financial and wealth management roles. He was a member of RBC's Group Executive Board 2007 – 2015, with responsibility for RBC's wealth, asset management and insurance segments. In addition to his current appointments, George served on the boards (and chaired the Audit and Risk Committees) of Ontario Power Generation, Enbridge Income Fund and Cenovus Energy Inc.

Other appointments:

- Ontario Teachers' Pension Plan (Non-Executive Director)
- AOG Group (Non-Executive Director)



Ric Lewis
Independent Non-Executive Director

Appointed June 2020

N R Ri

Ric was appointed to the Board in June 2020 and brings significant investment management experience with over 25 years in the sector. Ric is the founder, Executive Chairman and Chief Investment Officer of Tristan Capital Partners, a pan-European real estate investment management firm with over €13 billion in assets under management.

Other appointments:

- Dartmouth College (USA) (Trustee)
- Royal National Children's SpringBoard Foundation (Director)
- The Black Heart Foundation (Trustee, Chairman and Founder)
- Eastside Young Leaders' Academy (Patron)
- Black Equity Organisation (BEO) (Trustee)
- Tappit Technologies (UK) Ltd (Non-Executive Director)
- Beam Up Ltd (Non-Executive Director)



Toby Strauss
Independent Non-Executive Director

Appointed January 2017

A N R Ri T

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

Other appointments:

- Age UK (Chair)
- Brewin Dolphin Holdings Plc (Chair)

Board appointment post year end



Geoffrey Timms
Group General Counsel and Company Secretary

Geoffrey has been the Group General Counsel since 1999 and, in addition, the Group Company Secretary since 2008.



Laura Wade-Gery
Independent Non-Executive Director

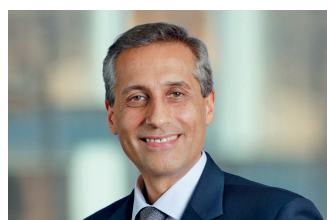
Appointed January 2022

N T

Laura was appointed to the Board in January 2022. She has extensive knowledge of digital transformation, business strategy and customer experience transformation. Her previous executive roles include her position as Director of Multi-Channel, a main Board member at Marks and Spencer Group plc and as CEO of Tesco.com and Tesco Direct. She was also previously an advisor to the Government Digital Service 2012 – 2016 and a Non-Executive Director of the John Lewis Partnership 2017.

Other appointments:

- British Land Plc (Non-Executive Director)
- NHS Digital (Chair)
- NHS England (Non-Executive Director)



Tushar Morzaria
Due to join the Board as Independent Non-Executive Director on 27 May 2022

A N R Ri

Tushar is currently (until 22 April 2022) the Group Finance Director at Barclays Plc and has extensive financial services experience. Prior to his role at Barclays, he was the Chief Financial Officer of Global Investment Banking at JPMorgan Chase & Co and before that, held various roles at SG Warburg, Credit Suisse and JPMorgan Chase. Tushar will retire from his position at Barclays Plc prior to joining Legal & General. Tushar has extensive knowledge of strategic financial management, investment banking and operational and regulatory relations and a deep understanding of equity and debt capital management.

Other appointments:

- BP plc (Non-Executive Director)
- 100 Group Main Committee (Member)
- Sterling Risk Free Reference Rates Working Group (Chair)

Shareholder information

Annual General Meeting

The 2022 AGM will be held on Thursday, 26 May 2022 at 11.00am at the British Medical Association, BMA House, Tavistock Square, Bloomsbury, London WC1H 9JO. Facilities will also be available for shareholders to join and vote virtually, details of which can be found below.

Registration will open at 10.00am and tea, coffee and pastries will be served in the Great Hall until 10.50am. A light buffet lunch will be provided following the AGM. The Great Hall and refreshments 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 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 legalandgeneralgroup.com (the website).

Dividend information

This year the Directors are recommending the payment of a final dividend of 13.27 pence per share. If you add this to your interim dividend of 5.18 pence per share, the total dividend recommended for 2021 will be 18.45 pence per share (2020: 17.57 pence per share). The key dates for the payment of dividends are set out in the important dates section on page 12.

Electronic meeting access

Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website: web.lumiagm.com from 10.00am on Thursday 26 May 2022.

On accessing the meeting website, you will be asked to enter a Meeting ID which is: 163-901-685

You will then be prompted to enter your unique **Shareholder Reference Number** (SRN) and **Personal Identification Number** (PIN) both of which can be found on your Notice of Availability or the Legal & General AGM notification email. If you have any issues obtaining your SRN or PIN, please contact Computershare Investor Services Plc ('Computershare') on +44 (0) 370 707 1399.*

The website can be accessed online using most well-known internet browsers such as Microsoft Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

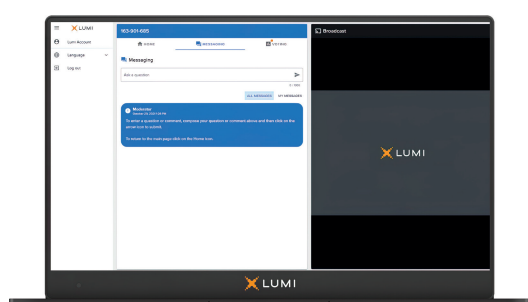
Broadcast

The meeting will be broadcast in audio-visual format. Once logged in, and at the commencement of the meeting, you will be able to listen and watch the proceedings of the meeting on your device.

Questions

Shareholders attending in person will be able to ask questions as usual.

Shareholders attending electronically may ask questions by selecting the messaging icon from within the navigation bar and typing their questions at the top of the screen. To submit a question, click on the arrow icon to the right of the text box.



All shareholder questions are important to us and we will endeavour to answer as many questions as possible. If, however, time does not permit all questions to be answered, we will seek to respond to any unanswered questions separately after the meeting.

How to submit a question to the Board in advance

Shareholders can register a question in advance of the AGM by sending an email to shareholderquestions@lgim.com by 10.00am on Thursday 19 May 2022. If you wish to receive a response in advance of the proxy voting deadline, please indicate this in your email. To avoid repetition and in the interests of time, questions of common interest may be grouped together to be answered by the Board.

Shareholders will also be able to ask questions during the meeting either in person or via the Lumi platform. Further details can be found in the questions section of this page.

Voting and proxy arrangements

There are a number of ways in which shareholders can exercise their vote at the AGM:

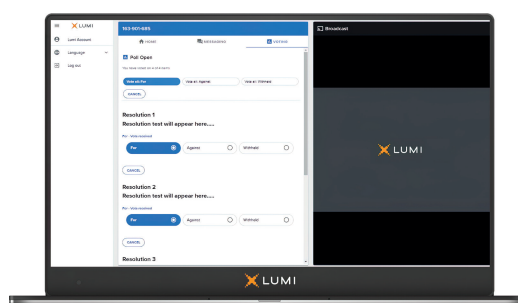
a. Voting in person at the meeting

Voting on each of the resolutions to be put to the AGM will be taken on a poll. Our Registrar, Computershare Investor Services Plc (Computershare), will act as scrutineer. If there are any changes to the Government's Covid-19 guidance that will restrict physical attendance, shareholders are encouraged to register their vote in advance, by appointing the Chair of the meeting as their proxy.

b. Voting electronically at the meeting

Once voting has opened, the polling icon will appear on the navigation bar. By clicking on this icon, shareholders will be able to view the resolutions and voting options.

Shareholders are invited to select their preferred voting option for each resolution. Once selected, the voting choice will change colour and the vote will have been registered. Please be advised there is no submit button and that your vote will be automatically submitted once you have made your selection. If you wish to change your voting instruction, you can simply select an alternative voting option. To cancel your vote, select the 'cancel' button. Shareholders will be able to vote once the poll has been declared open until the meeting closes.



c. Register your proxy vote in advance

Shareholders can appoint a proxy electronically to vote on their behalf using the share portal at investorcentre.co.uk/eproxy

You will need to have your meeting Control Number, SRN and PIN, as shown on the Notice of Availability or the AGM email notification sent to you when you are ready to vote to enable you to log in.

Please note that we no longer send proxy paper forms to shareholders and we encourage shareholders to vote online at investorcentre.co.uk/eproxy. If you do require a hard copy proxy form, please call Computershare on +44 (0) 370 707 1399*. If you have completed a proxy form in advance, this will not preclude you from attending and voting at the meeting in person.

Please note that, to be valid, all proxy votes must be received by the Computershare by 11.00am on Tuesday 24 May 2022 (11.00am on Monday 23 May 2022 for the Corporate Sponsored Nominee).

Employee share plan participants with shares held on the Link Asset Services site (Signal Hub) should refer to their AGM notification for details of how to vote. All employee share plan proxy votes must be received by Link Asset Services by 11.00am Monday 23 May 2022.

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.

d. CREST Members

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 (available at euroclear.com/CREST). 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. 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 Computershare Investor Services PLC (ID 3RA50) by no later than 11.00am on Tuesday 24 May 2022 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 Computershare 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.

e. Corporate representatives

If your shares are held within a nominee account and you wish to participate in the AGM, you will need to contact your nominee as soon as possible. Your nominee will need to have completed a corporate letter of representation and presented this to Computershare no later than 72 hours before the start of the meeting in order that they can obtain for you from Computershare your SRN and PIN to enable you to join the electronic meeting.

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 Company's register in respect of the joint holding (the first-named being the most senior).

Requirements

An active internet connection is required at all times in order to allow you to watch the webcast and submit questions. It is the user's responsibility to ensure they remain connected for the duration of the meeting.

Registrar contact details

If you are unable to locate any of the documents on the Company's website, need help with voting online, require a paper proxy form to be sent to you or have any questions in relation to your shareholding, please contact our Registrar, Computershare, via the contact details below.

- Email: webcorres@computershare.co.uk
- Telephone: +44 (0) 370 707 1399*
- Address: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

Any electronic communication sent to Computershare in respect of the appointment of a proxy that contains a computer virus will not be accepted.

Shareholder information

continued

The Legal & General Group Plc share register is managed and maintained by Computershare.

Investor Centre

To access online information about your shareholding visit investorcentre.co.uk.

To register, you will need your Shareholder Reference Number (SRN) which can be found on your Computershare welcome letter or your AGM notification letter or email.

Investor Centre 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
- request to join the dividend reinvestment plan
- buy and sell shares
- register your proxy voting instruction
- download a stock transfer form

Your shareholder communications

To help us meet our environmental commitments, we provide online access to all shareholder information, including Annual Reports, dividend information and shareholder circulars via our website legalandgeneralgroup.com/investors so that we can reduce the number of documents that are printed and distributed by the Company. It is important that you advise us how you would like to receive these communications by registering online at investorcentre.co.uk/ecomms

Dividend elections

You can choose to receive your Legal & General Group Plc dividends by cheque or, alternatively, you can receive your dividends directly into your bank account. This will ensure you receive your dividend on the payment date and avoid the inconvenience of depositing a cheque. You can register your bank mandate details via the Investor Centre.

If you don't have access to a UK bank or building society account, you can elect to join the Global Payment Service ('GPS') run by Computershare and receive cash dividends direct to your bank account in your local currency (a small fee and terms and conditions apply). You can enrol into the GPS via the Investor Centre. Alternatively, you can elect to reinvest your dividends through our Dividend Reinvestment Plan giving you the opportunity to purchase additional Legal & General shares.

Dividend Reinvestment Plan ('DRIP')

Computershare's DRIP offers a convenient way for shareholders to build up their shareholding by using dividend money to purchase additional shares. The plan is provided by Computershare, a trading name of Computershare Investor Services Plc which is authorised and regulated by the Financial Conduct Authority.

If you wish to participate in the DRIP you can do so by logging into your Investor Centre account where you will find the service terms and conditions. Alternatively, you can email webcorres@computershare.co.uk or call Computershare on 0370 707 1399*.

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 and quicker share dealing times. Individual shareholders hold their Legal & General shares in a nominee holding registered in the name of Computershare Company Nominees Limited. To join or obtain further information, contact Computershare. You will be sent details outlining the terms and conditions under which your shares will be held.

Share dealing

Shareholders are able to buy and sell Legal & General shares by registering on the Investor Centre and enrolling for Computershare's share dealing service. Shareholders will be required to complete anti-money laundering (AML) checks in advance of dealing in shares and it is therefore advisable to register your account in advance if you wish to sell shares.

Once registered and AML checks have been completed, shareholders can choose to deal online. Any holder of certificated shares will be required to send Computershare their original share certificate and an authorisation letter before a trade can be executed.

For further information on this service, or to buy and sell shares, visit investorcentre.co.uk or call 0370 707 1399*.

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. Terms, conditions and risks apply.

Employee Share Plans

If you hold shares in a Legal & General Employee Share Plan, you can access your shareholding via landgshareportal.com. The employee share plans are administered by Link Asset Services who can be contacted on 0371 402 3341* or by emailing landgshares@linkgroup.co.uk.

Investor relations

Private investors should contact Computershare with any queries. Institutional investors can contact the investor relations team by email: investor.relations@group.landg.com.

Financial reports

The Company's financial reports are available on its 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 investorcentre.co.uk. If you receive more than one copy of our communications, it could be because you have more than one record on the share register. To avoid duplicate mailings, please contact Computershare, who can arrange for your accounts to be amalgamated.

* 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 9.00am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Important dates

21 April 2022	Ex-dividend date (final dividend)
22 April 2022	Record date
11 May 2022	Last day for DRIP elections
26 May 2022	Annual General Meeting
1 June 2022	Payment of final dividend for 2021 (to members registered on 22 April 2022)
10 August 2022	Half-year results 2022
18 August 2022	Ex-dividend date (interim dividend)
19 August 2022	Record date
26 September 2022	Payment of interim dividend for 2022 (to members registered on 19 August 2022)

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, the 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 Financial Services 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 Financial Conduct Authority (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 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 107 6830.

Personal data

Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and shareholder reference numbers), will be processed in line with the Company's privacy policy which is available at legalandgeneral.com/privacy-policy/.

Notes to the Notice of AGM

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.

Issued share capital and voting rights

As at 31 March 2022, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 5,970,476,872 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company as at 31 March 2022 was 5,970,476,872.

Entitlement to vote at this year's AGM

Only shareholders who are entered on the Company's register of members (the 'Register') by close of business on Tuesday 24 May 2022 (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 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.

All proxy votes must be received by the Registrar by 11.00am on Tuesday 24 May 2022 (11.00am on Monday 23 May 2022 for the Corporate Sponsored Nominee).

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. Shareholders will be able to vote in person, subject to any Covid-19 restrictions, electronically via the Lumi platform or in advance by registering a proxy vote. 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.

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 members 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.

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:

- the answer has already been given on the Company's website in the form of an answer to a question
- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information
- 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, 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 executive directors' service contracts; copies of letters of appointment of the Chairman and non-executive directors.

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.

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.

Your exclusive shareholder deals

Later life mortgages

Many people know how they'd like to improve their retirement but may not have the money to do so. If you are a homeowner, aged 55 or over, you may be able to use it to change your retirement for the better with one of our later life mortgages. As a shareholder, if you successfully complete a Lifetime Mortgage, you could receive a £500 Love2shop gift card. Alongside this, if you refer a friend or relative for a Legal & General Lifetime Mortgage, then you could both receive a £250 Love2shop voucher.

Terms and conditions apply to you (as a shareholder) and your friends and family who are seeking to utilise the Reward Scheme. The terms and conditions can be read at legalandgeneral.com/shareholderoffers/ later-life-mortgages/.

What is a later life mortgage?

A later life mortgage is a mortgage aimed at homeowners aged 55 or over and allows you to borrow money based on the value of your home, while continuing to live there. It's a loan secured against your home that's usually repaid when you die or move out of the home into long-term care. Our later life mortgages include lifetime mortgages and retirement interest only mortgages. There may be cheaper ways to borrow money. Please note, the later life mortgage referral offer is only available when you have received financial advice from Legal & General Financial Advice Limited. If you're using your own adviser, this offer will not be available.

To receive later life mortgage advice from our specialists, call our free UK line on 0808 149 4379. We will ask you for your shareholder reference number when you call, (you can find this information on your share portal account). Lines are open Monday to Sunday, 8:30am to 8:00pm. They will check if you're eligible and take the time to understand your needs. We may record and monitor calls.

For more information about the offer, visit legalandgeneral.com/shareholderoffers/ later-life-mortgages/. This offer cannot be used in conjunction with any other offer.

Life Insurance

25% off our Life Insurance premiums

Our life insurance is a type of insurance policy that can help minimise the financial impact that your death could have on your loved ones. If you die or if you're diagnosed with a terminal illness with a life expectancy of less than 12 months, during the length of the policy, it could pay out a cash sum. As a Legal & General shareholder, you're entitled to a 25% discount on your premiums.

Getting your discount

This offer is only available over the phone. Please call us on 0800 107 6830 and quote discount code 'SHTERM'. Lines are open 8.30am–8.00pm Monday to Friday, 9.00am–1.00pm Saturday. We may record and monitor calls. To find out more visit legalandgeneral.com/insurance/campaigns/shareholder-offers/

Over 50s' Life Insurance

For a 10% additional cash sum on our Over 50s' Fixed Life Insurance Plan, quote discount code 'SHO50' over the phone. For further information about our products, please visit legalandgeneral.com/insurance/campaigns/over50s-shareholder-offers/ or please call 0800 107 6830. Lines are open 8.30am–8.00pm Monday to Friday and 9.00am–1.00pm on Saturday's. We may record and monitor calls.

Digital Home Survey

What is a Digital Home Survey?

Digital Home Survey is a revolutionary, fully digital home buyer report, exclusive to Legal & General. A RICS-qualified surveyor will check the property from top to bottom before sending you a comprehensive and easy-to-understand digital report, usually within 48 hours from the inspection.

During the inspection the surveyor will look over the roof, walls, pipes, timber, and other aspects of the house making sure everything's in order. You'll receive a digital report straight to your computer or smartphone with any issues graded on a traffic-light scale of importance.

The Digital Home Survey report has sharp layout with clear, understandable visual details free of lengthy, confusing documents. One huge benefit of choosing this type of survey is the ease in which you can read and digest the report.

Using start-to-finish digital technology, a surveyor will send the report straight back to your computer or digital device in a couple of days, not weeks. Order a survey online and a RICS qualified surveyor conducts and records an assessment of the property on their tablet.

What's the offer?

You receive a 20% discount on the standard Digital Home Survey fee. To purchase, or for more Information about Digital Home Survey, including an example report, please visit legalandgeneral.com/surveying-services/choose-a-survey/digital-home-survey/. To receive the offer, email digitalsurvey@lgsurvey.co.uk.

Please note that each offer has terms and conditions available at legalandgeneral.com/shareholderoffers/. These offers may be withdrawn at any time.

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