



Notice of 2025 Annual General Meeting

**The British Medical Association,
BMA House,
Tavistock Square,
Bloomsbury,
London WC1H 9JZ**

Thursday 22 May 2025 at 11.00am

This document is important and requires your immediate attention. If you are unsure 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.

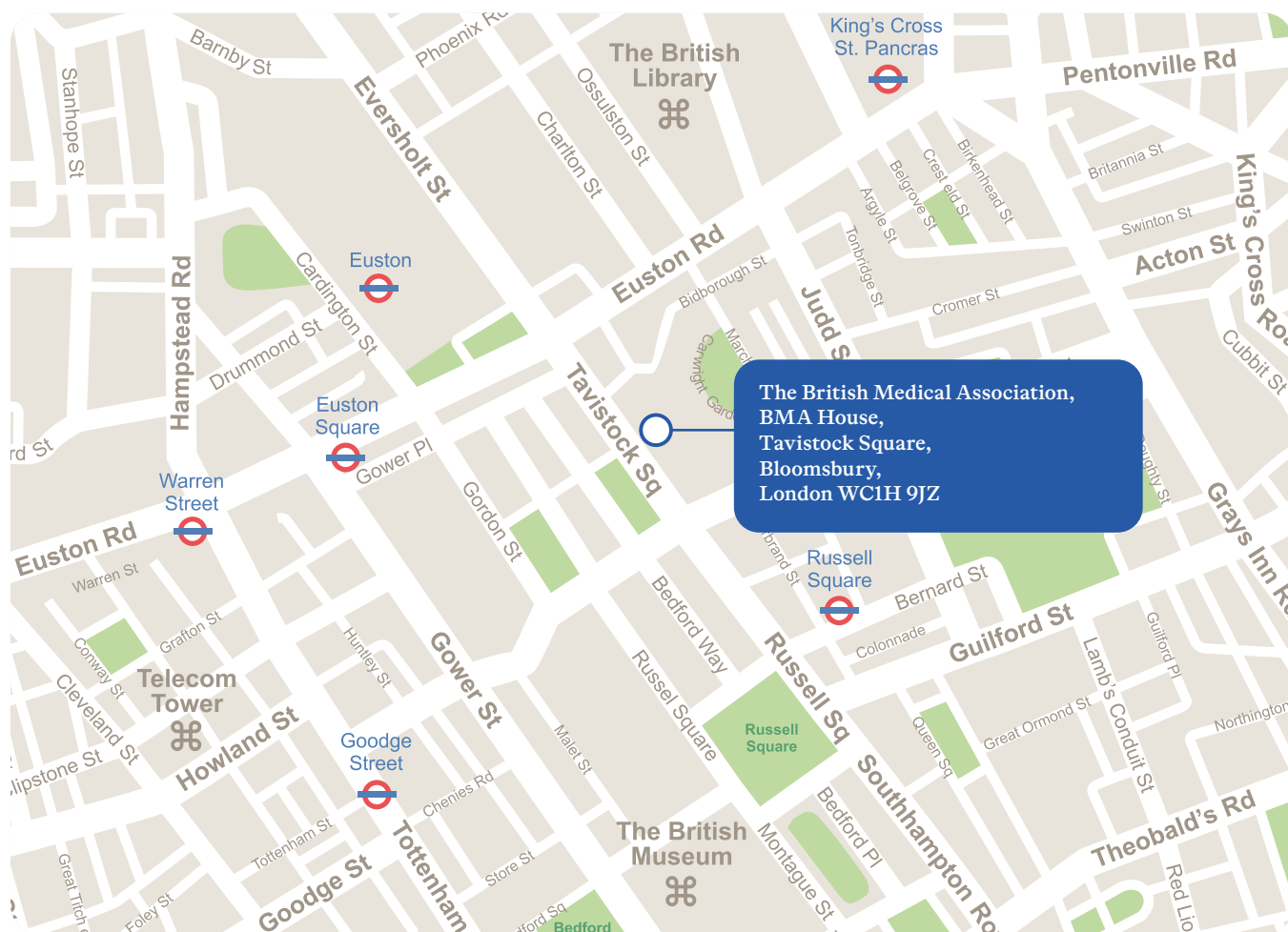
If you have recently sold or transferred all of your ordinary shares, please pass this document, together with all accompanying documents, to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Key dates and times

	Final
Wednesday 12 March 2025	Results announcement
Thursday 10 April 2025	Notice of AGM published
Thursday 24 April 2025	Ex-dividend date
Friday 25 April 2025	Record date
Wednesday 14 May 2025	Last day for Dividend Reinvestment Plan elections
Thursday 15 May 2025, 10:00am	Deadline for submitting questions in advance of the AGM
Friday 16 May 2025, 11:00am	Deadline to submit employee share plan proxy votes to MUFG Corporate Markets
Monday 19 May 2025, 11:00am	Deadline to submit proxy votes for Corporate Sponsored Nominee
	Deadline for Corporate Representatives to complete corporate letter of representation and present to Computershare
Tuesday 20 May 2025, 11:00am	Deadline to submit proxy votes to Computershare
	Deadline to submit proxy vote via Proximity and CREST
Tuesday 20 May 2025, 6:30pm	Deadline to be entered on the Company's register of members in order to attend and vote at the AGM
Thursday 22 May 2025	Annual General Meeting
Thursday 5 June 2025	Dividend payment date (including reinvestment)



Chair's letter



Dear shareholder

I am pleased to invite you to Legal & General Group Plc's (the 'Company') 2025 Annual General Meeting (AGM) and to make available your notice of meeting (the 'Notice').

AGM arrangements

Following continued positive feedback on the physical location of our AGM, the meeting will once again be held at **the British Medical Association, BMA House, Tavistock Square, Bloomsbury, London WC1H 9JZ, at 11.00am on Thursday 22 May 2025**. As in previous years, additional facilities will be available for shareholders to join and vote electronically. The Board very much hopes you will be able to join us again this year. For shareholders attending in person, 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 directors will be in attendance at the lunch, and they look forward to meeting you in person then.

Shareholders who plan to attend electronically should refer to page 11 of this Notice, where they will be able to find details of the electronic attendance arrangements, including how to vote and ask questions online.

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 at: group.legalandgeneral.com/AGM and via a Regulatory News Service (RNS) announcement.

Changes to the Board

We are delighted to have welcomed Clare Bousfield as a Non-executive director of the Company in December 2024. Clare brings to the Board extensive experience in financial services and insurance, having spent over 20 years in the field in both an executive and non-executive capacity, which will greatly benefit the Company in the delivery of its new strategy. In December 2024, we announced the upcoming retirement of Lesley Knox and Philip Broadley, who will each complete their nine-year tenures as non-executive directors of the Company this year. Lesley will retire from the Board shortly before the AGM and Philip will retire on 31 August 2025.

I would like to extend my thanks to both Lesley and Philip for their considerable contribution to the Company, including throughout each of their tenures as Senior Independent Director. The Board has benefitted hugely from their extensive knowledge and experience, and they have helped to steer the Company into a position of strength from which it can deliver its strategic goals on behalf of its shareholders, customers and people.

As part of the Boards succession planning for key Board roles, and in anticipation of Lesley Knox's retirement from the Board, the Board was also pleased to announce that Henrietta Baldock will succeed Lesley as Senior Independent Director with effect from 21 May 2025. Mark Jordy will also join the Board later this year and shareholders will be provided with the opportunity to vote on his election to the Board at next year's AGM. Mark is currently the Chair of one of our principal operating subsidiaries, L&G – Asset Management Limited. He will bring to the Board significant experience in asset management through his executive and non-executive career and will bolster the Board's oversight of L&G's growth plans for the Asset Management business.

In 2024, the continued effectiveness of the Board was assessed through a formal externally facilitated evaluation process. Following this evaluation, and our annual appraisal of individual directors' effectiveness, the Board recommends the election or re-election of all directors seeking election or re-election. Biographies of each director can be found on pages 8 and 9 of this Notice.

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 (via the AGM online voting platform) if you attend virtually. Alternatively, you can vote in advance by appointing a proxy through eproxyappointment.com/Login. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the CREST section on page 13 of this Notice. Information about the Proxymity voting platform can also be found on page 13 of this Notice.

Proxy votes must be received no later than **11.00am on Tuesday 20 May 2025** (or **11.00am on Monday 19 May 2025** for the Corporate Sponsored Nominee and **11.00am on Friday 16 May 2025** for members of the employee share plan). Employee share plan participants with shares held on the MUFG Corporate Markets site (Signal Shares) should refer to their AGM notification for details of how to vote.

Shareholder questions

Shareholders can register in advance any questions to be put to the Board during the meeting by emailing Shareholderquestions@lgim.com before 10.00am on Thursday 15 May 2025. If you would like to receive a response to your question in advance of the proxy voting deadline, please indicate this in your email. If you are attending the meeting in person, you will have the opportunity to raise your questions with the Board during the meeting. Shareholders joining us virtually will have the opportunity to submit questions live during the meeting using the Lumi platform. Instructions on how to do this can be found on page 11. Shareholders are also able to follow up on any answers given at the AGM by emailing Shareholderquestions@lgim.com.

Recommendation

The Board considers that each resolution to be proposed at the AGM is in the best interests of the Company and its 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.

I very much look forward to welcoming you to this year's AGM.

Yours sincerely

Sir John Kingman
Chair
28 March 2025

Notice of the 2025 Annual General Meeting

Notice is hereby given that the 2025 AGM of the Company will be held on Thursday 22 May 2025 at 11.00am at the British Medical Association, BMA House, Tavistock Square, Bloomsbury, London WC1H 9JZ.

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 electronically vote and submit questions during the meeting. Details of the arrangements for the AGM can be found on pages 10 and 11 of this Notice. We hope you will be able to join us.

The purpose of the AGM is to consider and, if thought fit, pass the following resolutions, of which resolutions 21 to 25 (inclusive) 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.

The 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 2024, 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 15.36 pence per ordinary share, in respect of the year ended 31 December 2024, be declared and paid on 5 June 2025 to shareholders on the register of members at the close of business on 25 April 2025. The dividend is conditional upon the directors not having determined (at their discretion) to cancel the dividend at any point prior to its payment.

Resolutions 3 to 14 – Election or re-election of directors

- 3) That Clare Bousfield be elected as a director.
- 4) That Henrietta Baldock be re-elected as a director.
- 5) That Philip Broadley be re-elected as a director.
- 6) That Jeff Davies be re-elected as a director.
- 7) That Carolyn Johnson be re-elected as a director.
- 8) That Nilufer Kheraj be re-elected as a director.
- 9) That Sir John Kingman be re-elected as a director.
- 10) That George Lewis be re-elected as a director.
- 11) That Ric Lewis be re-elected as a director.
- 12) That Tushar Morzaria be re-elected as a director.
- 13) That António Simões be re-elected as a director.
- 14) That Laura Wade-Gery be re-elected as a director.

Resolution 15 – Reappointment of auditor

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

Resolution 16 – Auditor's remuneration

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

Resolution 17 – Directors' Report on Remuneration

That the Directors' Report on Remuneration (excluding the Directors' Remuneration Policy), as set out on pages 88 to 113 of the Company's 2024 Annual report and accounts, be approved.

Resolution 18 – Political donations

That, in accordance with Sections 366 and 367 of the Companies Act 2006 (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 in its absolute discretion may determine to be appropriate.

Resolution 19 – 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 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 £49,041,871;
- b) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, at close of business on 30 June 2026, 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 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 20 – Additional authority to allot shares in respect of Contingent Convertible Securities

That, in addition to any authority granted pursuant to resolution 19 (if passed), the Board be generally and unconditionally authorised, in accordance with Section 551 of the Act, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

- a) up to an aggregate nominal amount of £20,000,000, representing approximately 13.59% of the issued ordinary share capital at 26 March 2025, the latest practicable date prior to the publication of this Notice; and
- b) (subject to applicable law and regulation) at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Board from time to time, in relation to any issue by the Company or any subsidiary or subsidiary undertaking of the Company (together, the 'Group') of contingent convertible

securities (CCS) that 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 2026, 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.

Special resolutions

Resolution 21 – Disapplication of pre-emption rights

That, if resolution 19 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 power 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 19 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 £7,356,280 (representing 294,251,231 ordinary shares), such power to apply until the end of next year's AGM or, if earlier, at close of business on 30 June 2026 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 power had not ended.

Resolution 22 – Additional authority to disapply pre-emption rights for purposes of acquisitions or specified capital investments

That, if resolution 19 is passed, the Board be given power in addition to any power granted under resolution 21 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 19 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 power to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,356,280 (representing 294,251,231 ordinary shares); and
- b) used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles for the disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within twelve

months of it taking place, such power to apply until the end of next year's AGM or, if earlier, at close of business on 30 June 2026 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 power had not ended.

Resolution 23 – Additional authority to disapply pre-emption rights in connection with the issue of CCS

That, in addition to the powers granted pursuant to resolutions 21 and 22 (if passed), and if resolution 20 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 20 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 close of business on 30 June 2026, 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 24 – 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 588,502,463, being 10% of the issued share capital as at 26 March 2025;
- 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.
- d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier at close of business on 30 June 2026, 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 25 – 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
Group General Counsel and Company Secretary
28 March 2025

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

Resolutions 1 to 20 (inclusive) will be proposed as ordinary resolutions, each of which requires over 50% majority of the votes to be cast in favour.

Resolution 1 – Report and accounts

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 group.legalandgeneral.com/en/reporting-hub.

Resolution 2 – Dividend

Shareholder approval is required before a final dividend can be paid. In compliance with the rules issued by the Prudential Regulation Authority (PRA) and other regulatory requirements to which the Company and its subsidiaries (the Group) is subject, the dividend is required to remain cancellable at any point prior to it becoming due and payable. The dividend is therefore declared conditional upon the directors not having determined (at their discretion) to cancel the dividend at any point prior to its payment. The directors have no intention of exercising this cancellation right, other than where required to do so for regulatory or regulatory capital purposes.

Resolution 3 to 14 – Election or re-election of directors

In accordance with the recommendations of the 2018 UK Corporate Governance Code, directors appointed by the Board, during the year, will seek election at the first AGM following their appointment. All other directors will retire and seek re-election (as appropriate) at this year's AGM. As mentioned in the Chair's letter, Philip Broadley intends to step down from the Board and retire on 31 August 2025.

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 8 and 9 of this document and on the Company's website at group.legalandgeneral.com/en/about-us/our-management/group-board.

Resolutions 15 and 16 – Reappointment and remuneration of auditors

At the AGM held on 23 May 2024, the shareholders reappointed KPMG LLP as auditor to the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid. Resolutions 15 and 16 propose to reappoint KPMG LLP as auditor to the Company and authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.

Resolution 17 – Directors' Report on Remuneration

Pursuant to the Act, the Company is required to put a resolution to shareholders at a general meeting to approve the Directors' Report on Remuneration for the financial year to 31 December 2024. 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 18 – Political donations

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. 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.

Resolution 19 – Renewal of directors' authority to allot shares

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 £49,041,871. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 26 March 2025, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the conclusion of the Company's next AGM or, if earlier, at close of business on 30 June 2026. 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 20 – Additional authority to allot shares in respect of Contingent Convertible Securities (CCS)

Resolution 20 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 13.59% of the Company's issued ordinary share capital as at 26 March 2025, the latest practicable date prior to publication of this Notice, in connection with the issue of CCS. Please see Appendix 1 at page 7 for further information on CCS.

The Group is subject to the Solvency UK 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 20 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 UK. However, the request for authority in resolution 20 should not be taken as an indication that the Company will or will not issue any given amount of CCS. The authority sought under resolution 20 will expire at the conclusion of the Company's next AGM or, if earlier, at close of business on 30 June 2026.

Special resolutions

Resolutions 21 to 25 (inclusive) will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour.

Resolutions 21 and 22 – Disapplication of pre-emption rights

Section 570 of the Act permits the disapplication of pre-emption rights. Resolutions 21 and 22 give the directors the power to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 21 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, and
- b) otherwise, allotments or sales up to an aggregate nominal amount of £7,356,280 (representing 294,251,231 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 26 March 2025, being the latest practicable date prior to publication of this Notice.

Resolution 22 is intended to give the Company flexibility to make non pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments. The power under resolution 22 is in addition to that proposed by resolution 21 and would be limited to allotments of ordinary shares or sales of treasury shares up to an aggregate nominal amount of £7,356,280 (representing 294,251,231 ordinary shares). This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company as at 26 March 2025, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 22, the Board confirms that it will only allot ordinary shares or sell treasury shares representing more than 5% of the issued ordinary share capital of the Company, for cash pursuant to the power granted by resolution 22, where that allotment or sale is for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board determines to be an acquisition or other specified capital investment (within the meaning given in the appendix to the Statement of Principles for the disapplication of Pre-emption Rights published by the Pre-Emption Group on 4 November 2022 (the '2022 Statement of Principles')) and which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the allotment.

The directors acknowledge the provisions of the 2022 Statement of Principles and have continued to consider emerging market practice in relation to the increased limits of 10% as set out in the 2022 Statement of Principles. The directors continue to deem it appropriate to retain the previous limits of 5% each of the issued ordinary share capital of the Company in resolutions 21 and 22, in line with the Statement of Principles for the disapplication of Pre-emption Rights published by the Pre-Emption Group on 12 March 2015, and have not adopted the increased limits of 10% set out in the 2022 Statement of Principles, nor do the resolutions specifically provide for follow-on offers. The directors will continue to keep ongoing market practice under review.

The directors have no present intention of exercising the powers sought by resolutions 21 and 22. If the powers are used in relation to a non-pre-emptive offer, the directors confirm their intention to follow the shareholder protections in Part 2B of the 2022 Statement of Principles and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles. The Board considers that the authorities 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 21 and 22 will expire at the conclusion of the Company's next AGM or, if earlier, at close of business on 30 June 2026.

Resolution 23 – Additional authority to disapply pre-emption rights in connection with the issue of CCS

Resolution 23 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 23 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 13.59% of the Company's issued ordinary share capital as at 26 March 2025, the latest practicable date 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 will decide whether to give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any CCS on a pro rata basis, subject to applicable laws, regulations and the terms of each instrument, 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 23 is in addition to the authorities proposed under resolutions 21 and 22. The authority sought under resolution 23 will expire at the conclusion of the Company's next AGM or, if earlier, at close of business on 30 June 2026.

Explanatory notes to the resolutions continued

Resolution 24 – Purchase of own shares

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares). The directors may consider exercising the authority to purchase the Company's ordinary shares only if, having due regard to the interests of shareholders, the directors consider that to do so would be in the best interests of the Company, and of its shareholders, and (among other things), expect such purchase to result in an increase in the earnings per share of the Company. Any repurchase of the Company's ordinary shares would be subject to prior approval of the PRA under Solvency II.

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 26 March 2025, being the latest practicable date prior to publication of this Notice, the Company had options and awards outstanding over 115,601,639 ordinary shares. This represents 1.96% of the Company's issued ordinary share capital at that date. If the Company were to purchase the maximum number of shares permitted by resolution 24, then the total number of options and awards outstanding at 26 March 2025 would represent 2.18% percent of the total issued ordinary share capital.

In 2024, the Company utilised its authority to purchase its issued ordinary shares in the market, as granted by shareholders at the last AGM. On 13 June 2024, the Company commenced a share buyback programme of ordinary shares for a maximum consideration of £200,000,000, which completed on 8 November 2024. On 12 March 2025, the Company announced that it would undertake a further share buyback programme for a maximum consideration of £500,000,000. The share buyback programme commenced on 13 March 2025 and is expected to complete no later than 12 September 2025.

As at 26 March 2025, being the latest practicable date prior to publication of this Notice, the Company has acquired an aggregate of 97,343,304 ordinary shares at an average price of 227 pence per share for a total consideration of £220,785,747.31. This represents 1.65% of the Company's issued ordinary share capital at 26 March 2025. Shares purchased through the share buyback programme have been cancelled. Further information on the Company's share buyback programme can be found on page 13 of the Annual report and accounts. Information on transactions in own shares is also publicly available via the Regulatory News Service and on the Company's website at group.legalandgeneral.com/en/investors/equity-investors-and-analyst-centre/rns-announcements.

Resolution 25 – Notice of general meetings

The minimum notice period for general meetings of the Company is 21 clear 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 25 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 Solvency UK regulatory regime (Solvency UK). Under Solvency UK, 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.

On 24 June 2020, the Company issued £500,000,000 5.625 per cent fixed rate reset perpetual Restricted Tier 1 contingent convertible notes.

Why authority is being sought to issue CCS

Shareholder approval is sought (i) in resolution 20 to enable the issuance of CCS (and to authorise ordinary shares to be issued on conversion or exchange of CCS) and (ii) in resolution 23 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 Solvency UK regime. 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 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, or the exchange of the CCS, into ordinary shares in any other circumstances. In summary, under Solvency UK, the terms of any CCS must provide for automatic conversion or exchange to occur (i) if the amount of own fund items eligible to cover the Group's capital requirements is equal to or less than 75% of the Group's 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 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 which may only be used for the purposes of issuing CCS (so 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 Solvency UK).

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 19 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 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

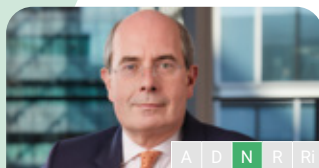
The size of the specific mandate to issue CCS has been calculated based on the Group's anticipated capital requirements to provide flexibility to the Group to maintain an appropriate and efficient capital structure under applicable regulatory requirements. In particular, the size of the specific mandate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

As noted above, resolution 20 enables 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.

Biographies of directors seeking election or re-election

Committee membership key

A	Audit
D	Data and Technology
N	Nominations and Corporate Governance
R	Remuneration
Ri	Risk
	Committee Chair



Sir John Kingman KCB FRS Chair

Appointed October 2016

Contribution to the Board:
Financial sector, government and regulatory experience.

Experience:
John previously served as Second Permanent Secretary to HM Treasury, where he was closely involved in the UK response to the 2007 – 2008 financial crisis. He was the first Chief Executive of UK Financial Investments Ltd; and from 2010 to 2012, John was Global Co-Head of the Financial Institutions Group at Rothschild. From 2016 to 2021, he was the first Chair of UK Research & Innovation, which oversees government science funding of around £8 billion a year. In 2018, John undertook a highly critical independent review for the UK Government of the Financial Reporting Council.

Other appointments:

- National Gallery (Deputy Chair and Trustee)
- Barclays Bank UK PLC (Chair)
- Barclays PLC (Non-Executive Director)

A D N R Ri



António Simões Group Chief Executive Officer

Appointed January 2024

Contribution to the Board:
Financial services, customer, international and technology experience.

Experience:
António has extensive financial services experience spanning over 25 years. Prior to his appointment, António was CEO of Banco Santander Spain and Regional Head of Europe. Before joining Santander, António spent 13 years at HSBC in various executive positions in London and Hong Kong, starting with strategy and M&A before leading different businesses as UK and European CEO and, finally, global CEO of private banking. Prior to that, he was a partner at McKinsey & Company. António studied in Lisbon (Nova School of Business and Economics), Milan (Bocconi) and New York (MBA from Columbia University). In 2009, he was appointed a Young Global Leader of the World Economic Forum. António was previously a member, and Chair, of the Practitioner Panel of the FCA. He was also a member of the Practitioner Panel of the PRA.

Other appointments:

- King's Trust International (Trustee)



Jeff Davies Group Chief Financial Officer

Appointed March 2017

Contribution to the Board:
Financial, actuarial, insurance and technology experience.

Experience:
Prior to his appointment, Jeff 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.

Other appointments:

- Ethniki Hellenic General Insurance Company S.A. (Non-Executive Director)



Henrietta Baldock Independent Non-Executive Director

Appointed October 2018

Contribution to the Board:
Financial services, insurance and investment banking experience.

Experience:
Henrietta has extensive knowledge of the financial services and insurance sector through her 25 years' experience in investment banking, most recently as Chair of European Financial Institutions at Bank of America Merrill Lynch.

Other appointments:

- Legal and General Assurance Society Limited (Chair)
- Investec plc and Investec Limited (Senior Independent Director)
- Investec Bank Plc (Non-Executive Director)
- Hydro Industries Limited (Non-Executive Director)
- Rathbones Group plc (Non-Executive Director)

A D N R Ri



Clare Bousfield Independent Non-Executive Director

Appointed December 2024

Contribution to the Board:
Financial services, insurance, customer and digital experience.

Experience:
Clare's previous executive roles include positions at M&G Plc, where she served as both Group CFO and latterly CEO, Retail & Savings, and as CEO, Insurance for Prudential UK & Europe. She started her career at PwC and has previously served as a Non-Executive Director and Audit Committee Chair of RSA Insurance Group plc. Clare has also previously held senior roles at Aegon and Swiss Re Group.

Other appointments:

- Bupa (Non-Executive Director)
- IVC Evidensia (Non-Executive Director)
- Nucleus (Non-Executive Director)
- Recipharm (Non-Executive Director)

A D N R Ri



Philip Bradley Independent Non-Executive Director

Appointed July 2016

Contribution to the Board:
International, financial, life insurance and asset management experience.

Experience:
Philip has over 30 years of experience in the insurance industry. He spent six years as Group Finance Director of Old Mutual plc and, prior to that, eight years in the same role at Prudential plc. He is a former Chair of the 100 Group of Finance Directors and a founding trustee of the CFO Forum of European Insurers. Philip graduated from St Edmund Hall, Oxford, where he is now a St Edmund Fellow. Philip is a Fellow of the Institute of Chartered Accountants in England and Wales.

Other appointments:

- AstraZeneca PLC (Senior Independent Director)
- Lancashire Holdings Limited (Chair)

A D N R Ri



A D N R Ri

Carolyn Johnson
Independent Non-Executive
Director

Appointed June 2022

Contribution to the Board:
Insurance, financial services
and US experience.

Experience:
Following a 30-year executive
career in the US, Carolyn has deep
experience in the life insurance
market and is an accomplished
business leader and experienced
board member. She has previously
held senior roles at AIG, Voya
Financial and Protective Life
Corporation. Carolyn succeeded
Nilufer as the Designated Workforce
Director on 1 April 2025.

Other appointments:

- Legal & General America, Inc.
(Chair)
- Kuvare Holdings (Director)
- Beazley Plc (Non-Executive Director)
- Beazley Holdings Inc. (Chair)



A D N R Ri

Nilufer Kheraj OBE
Independent Non-Executive
Director

Appointed May 2021

Contribution to the Board:
Financial services, legal and
regulatory and digital experience.

Experience:
Nilufer has considerable experience
across a range of industries and
sectors, including financial services,
real estate, green infrastructure and
fintech. She 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. Nilufer is the
Non-Executive Director for Climate.

Other appointments:

- IntoUniversity (Trustee)
- Oxford University Law Faculty
(Visiting Professor)



A D N R Ri

George Lewis
Independent Non-Executive
Director

Appointed November 2018

Contribution to the Board:
Financial services, asset management
and international experience.

Experience:
George joined the Royal Bank
of Canada (RBC) in 1986, serving
in various financial and wealth
management roles across Canada,
Asia, US and the UK. He was a
member of RBC's Group Executive
Board from 2007 – 2015, with
responsibility for RBC's wealth,
asset management and
insurance segments.

Other appointments:

- Legal and General Assurance
(Pensions Management) Limited
(Chair)
- Ontario Teachers' Pension Plan
(Non-Executive Director)
- AOG Group (Non-Executive Director)
- South Bow Corporation
(Non-Executive Director)
- James Richardson & Sons,
Limited (Director)



A D N R Ri

Ric Lewis
Independent Non-Executive
Director

Appointed June 2020

Contribution to the Board:
Asset management, real estate
and US experience.

Experience:
Ric has more than 25 years
of experience in the real estate
sector, including as the Founder
and Executive Chair of Tristan
Capital Partners, an investment
manager specialising in real estate
investment strategies across the
UK and continental Europe.

Other appointments:

- Tristan Equity Pool Partners (GP)
Limited and Tristan Equity
Partners (GP) Limited (Director)
- Dartmouth College (Trustee)
- Royal National Children's
SpringBoard Foundation (Director)
- Black Heart Foundation (UK)
Limited (Trustee, Chair and Founder)
- Black Equity Organisation (BEO)
(Trustee)
- Imperial College London
(Council Trustee)



A D N R Ri

Tushar Morzaria
Independent Non-Executive
Director

Appointed May 2022

Contribution to the Board:
Financial services, investment
banking and accounting experience.

Experience:
Tushar has extensive experience
in strategic financial management
and risk management, as well as
experience in the US. He is a Chartered
Accountant and was previously Group
Finance Director at Barclays PLC and,
prior to that, he was the Chief Financial
Officer of Global Investment Banking
at JP Morgan Chase & Co.

Other appointments:

- BP Plc (Non-Executive Director)
- BT Group Plc (Non-Executive
Director)



A D N R Ri

Laura Wade-Gery
Independent Non-Executive
Director

Appointed January 2022

Contribution to the Board:
Digital, strategic transformation
and customer experience.

Experience:
Laura's previous executive roles
include her position as Director of
Multi-Channel, a main board member
at Marks and Spencer Group Plc
and as Chief Executive Officer of
Tesco.com. Laura served as Chair
of NHS Digital and Moorfields
Foundation and has served as
a Non-Executive Director of NHS
England. She was previously
a Non-Executive Director of the
John Lewis Partnership and British
Land Company Plc. Laura is the
Board's Consumer Duty Champion.

Other appointments:

- Britten Pears Arts (Trustee and
Chair of Trading Subsidiary)

Guide for shareholders attending the AGM electronically

Shareholders can participate in the AGM electronically, should they wish to do so.

A user guide on how to access the AGM online platform can be found below. If you experience any difficulties joining on the day, please contact Lumi by emailing landgagm@lumiengage.com stating your full name, postcode and SRN, if known.

L&G Meeting ID:

100-867-148-908

To login, you must have your SRN and PIN (found on your Notice of Availability and the AGM notification email)

Step 1 – Website



Access the meeting website: meetings.lumiconnect.com/100-867-148-908 from 10.30am on Thursday 22 May 2025. 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.

Step 2 – Login credentials



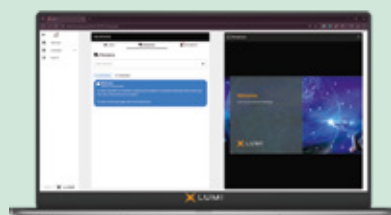
You will be prompted to enter your unique **Shareholder Reference Number (SRN)** and **Personal Identification Number (PIN)** both of which can be found on your Notice of Availability, and the AGM notification email. If you have any issues obtaining your SRN or PIN, please contact Computershare. Contact details can be found on page 17.

Step 3 – AGM broadcast



Once successfully authenticated, you will be taken to the AGM home screen. The meeting will be broadcast in audio-visual format. At the commencement of the meeting, you will be able to listen to and watch the proceedings of the meeting on your device. 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.

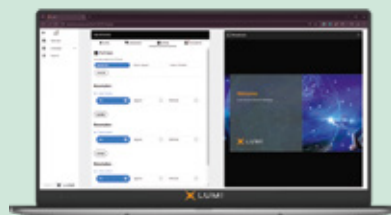
Step 4 – Voting



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 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 and until the meeting closes.

Step 5 – Questions



Shareholders 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.

Shareholder voting information

The following notes explain 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 26 March 2025, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 5,885,024,637 ordinary shares carrying one vote each. Therefore, the total number of voting rights in the Company as at 26 March 2025 was 5,885,024,637.

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 20 May 2025 (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 will be disregarded in determining the rights of any person to attend or vote at the meeting.

Method of voting

All resolutions at the meeting will be decided by a poll. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process. Shareholders will be able to vote in person, electronically via the Lumi platform or in advance by registering a proxy vote. A shareholder may appoint one or more proxies to attend, 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 News Service and available on the Company's website.



Proxy voting arrangements

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

Registering your proxy vote in advance

Shareholders can appoint a proxy electronically to vote on their behalf using the share portal at eproxyappointment.com/Login. Please note that there is no requirement to pre register an account on this site.

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 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 eproxyappointment.com/Login. If you do require a hard copy proxy form, please contact Computershare. Contact details can be found on page 17. 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 Computershare by 11.00am on Tuesday 20 May 2025 (or 11.00am on Monday 19 May 2025 for the Corporate Sponsored Nominee).

Employee share plan participants with plans administered by MUFG Corporate Markets should refer to their AGM notification for details of how to vote. All employee share plan proxy votes must be received by MUFG Corporate Markets by 11.00am Friday 16 May 2025.

A vote withheld option is provided on all voting methods 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 they think fit.

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/en.html). 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 20 May 2025 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 their 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.

Proxymity voting

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to proxymity.io. Your proxy instruction must be lodged by 11.00am on Tuesday 20 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Corporate representatives

If your shares are held within a nominee account and you wish to attend or participate in the AGM, you will need to contact your nominee as soon as possible. Your nominee will need to complete a corporate letter of representation and present this to Computershare no later than 11.00am on Monday 19 May 2025. Representatives of corporate shareholders should present their letter of representation to evidence their valid appointment when attending the AGM in person, or will require a valid SRN and PIN from Computershare to join virtually. The letter of representation must include the name of the legal owner of the shares, the CREST ID, the designation your shares are held under, as well as the number of shares you are permitted to vote on.

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).

Additional shareholder information

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.

Investor Centre

To access online information about your shareholding visit www.investorcentre.co.uk. To register, you will need your SRN which can be found on your Computershare dividend payment confirmation or your AGM notification. Investor Centre is a secure online site where you can manage your shareholding quickly and easily. Once registered, you can:

- view your holding and get an indicative valuation
- change your address
- arrange to have dividends paid into your bank account or request to join the dividend reinvestment plan
- request to receive shareholder communications by email rather than post
- view your dividend payment history
- buy and sell shares
- register your proxy voting instruction
- download a variety of forms, including 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: group.legalandgeneral.com/en/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.

Dividend information

This year, the directors are recommending the payment of a final dividend of 15.36 pence per share. If you add this to your interim dividend of 6.00 pence per share, the total dividend recommended for 2024 will be 21.36 pence per share (2023: 20.34 pence per share). The key dates for the payment of dividends are set out in the key dates and times section on the contents page.

Dividend payment options

Have your dividends paid to your bank account

Once registered on Investor Centre (instructions can be found above), you can choose to receive your dividends directly to your bank account. Just select 'View/update your bank details' and follow the simple instructions. Alternatively, you can contact Computershare for a bank mandate form. By opting to receive your dividends electronically, your dividend will reach your bank account on the dividend payment date. Alternatively, you can choose to receive your dividends via a cheque payment.

Re-invest your dividends

The Dividend Reinvestment Plan offers a convenient way for shareholders to build up their shareholding by using dividend money to purchase additional ordinary shares. The plan is provided by Computershare who are authorised and regulated by the Financial Conduct Authority.

International Fund Transfer

If you don't have access to a UK bank or building society account, you can elect to join the International Fund Transfer and receive cash dividends direct to your bank account in your local currency (a small fee and terms and conditions apply).

You can find further details regarding these payment options on our website at: group.legalandgeneral.com/en/investors/retail-shareholder-centre/dividend or by contacting Computershare.

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 L&G shares in a nominee holding registered in the name of Computershare Company Nominees Limited. To join or obtain further information, please contact Computershare.

Share dealing

Shareholders are able to buy and sell L&G shares by registering on the Investor Centre (www.investorcentre.co.uk) and enrolling for Computershare's share dealing service. Shareholders will be required to complete Anti-Money Laundering checks in advance of dealing in shares and it is therefore advisable to register your account in advance if you wish to sell shares. For further details, including information about an online, telephone and postal share dealing service, please visit: computershare.com/Investor/#ShareDealingInfo and type 'Legal & General Group Plc' under the 'Share Dealing' tab.

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.

This is not a recommendation to buy and sell shares and this service may not be suitable for all shareholders. The price of shares can go down as well as up and you are not guaranteed to get back the amount you originally invested. Terms, conditions and risks apply. Past performance should not be seen as indicative of future performance. This arrangement should be considered as part of a diversified portfolio. Please consult an independent advisor if you need any assistance with financial matters.

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.

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.

Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact Computershare.

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 Chair and non-executive directors.

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 offers: for details of shareholder offers on L&G products, see page 16, visit legalandgeneral.com/shareholderoffers or call 0800 107 6830. There will also be a shareholder offers stand available to visit at the AGM.

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-notice/.

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.

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.

Your shareholder discounts and special terms

Offering you more than just a dividend

As a L&G shareholder, there are a range of discounts and special terms available to you and your family.

Later life mortgages

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.

Whether you're looking to pay off an existing mortgage, make some essential home improvements, or gift money to a family member, a later life mortgage could help.

As a shareholder, if you successfully complete a later life mortgage, you could receive a £500 Love2shop gift card. Alongside this, if you refer a friend or relative for a L&G later life 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?

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 Friday, 9.00am to 5.30pm. Our specialists 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/.

Or, if you want to know more about how a later life mortgage can be used to help you and your family, visit: legalandgeneral.com/retirement/later-life-mortgages/.

This offer cannot be used in conjunction with any other offer.

Life insurance

25% off our life insurance premiums when you buy a new policy

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 L&G 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 to 8.00pm Monday to Friday and 9.00am to 1.00pm on Saturdays. We may record and monitor calls. To find out more visit: legalandgeneral.com/shareholderoffers/life-insurance/.

Over 50s' Life Insurance when you buy a new policy

Leave some money for your loved ones after you're gone. 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/shareholderoffers/over-50s-life-insurance/ or please call 0800 107 6830. Lines are open 8.30am to 8.00pm Monday to Friday and 9.00am to 1.00pm on Saturdays. 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 L&G. 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 of 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.

Contact details

Registrar:




The Company's share register is managed and maintained by our registrar, Computershare. 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 Computershare, via the contact details to the right. Any electronic communications sent to Computershare in respect of the appointment of a proxy that contains a computer virus will not be accepted.

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The shareholder helpline is open 8.30am to 5.30pm, excluding bank holidays in England and Wales.

-  Website:
www-uk.computershare.com/Investor/#Home
-  Telephone:
0370 707 1399*
+44 (0) 370 707 1399**
-  Postal address:
**Computershare Investor Services PLC, The Pavilions,
Bridgewater Road, Bristol BS99 6ZZ**
-  Email address:
webcorres@computershare.co.uk
- * if calling from within the United Kingdom
** if calling from outside the United Kingdom

Employee shareholders:

The L&G employee share plans are administrated by MUFG Corporate Markets. If you would like to access your shareholding or have any questions in relation to your shareholding, please contact MUFG Corporate Markets via the contact details provided.




-  Website:
www.landgshareportal.com/welcome
-  Telephone:
0371 402 3341
-  Email address:
LandgESP@cm.mpms.mufg.com

Investor Relations:

Private investors should contact Computershare with any queries. Institutional Investors can contact the investor relations team via the email address provided.

If you have any further questions about the AGM, your shareholding or would like to submit a question in advance, please contact the L&G Company Secretariat team via the email address provided.

A copy of this Notice, and any other information required by Section 311A of the Act, can be found on the Company's website:

-  Website:
group.legalandgeneral.com
-  Email address:
investor.relations@group.landg.com
-  Email address:
shareholderquestions@lgim.com

Registered office:
One Coleman Street
London EC2R 5AA

T: 020 3124 2000
group.legalandgeneral.com

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