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

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



Registered office:
Legal & General Group Plc
Temple Court,
11 Queen Victoria Street,
London
EC4N 4TP
Registered in England and Wales. No. 1417162
16 March 2006

Dear Shareholder,

ANNUAL GENERAL MEETING

I have pleasure in inviting you to the Annual General Meeting of Legal & General Group Plc which will be held at The Plaisterers Hall, No.1 London Wall London EC2Y 5JU at 11.30 a.m. on Thursday, 18 May 2006. The Notice of Annual General Meeting, together with explanations of the resolutions, is set out on pages 2 to 7.

After many years of holding our Annual General Meeting at The Institution of Electrical Engineers, this year's Annual General Meeting will be held at The Plaisterers Hall. I am looking forward to welcoming Shareholders to the meeting. A map showing how to find The Plaisterers Hall can be found on the reverse of your proxy card.

Action to be taken

Even if you are unable to attend the Annual General Meeting your vote is important. A proxy form for use by the holders of Ordinary shares in connection with the Annual General Meeting is enclosed. Please complete the form in accordance with the instructions thereon and return it to Lloyds TSB Registrars.

If you prefer, you can submit your proxy electronically either via the Internet or, if you are a CREST member, through the CREST system. Details are set out in the notes to the Notice of Annual General Meeting on pages 2 to 5. Submission of a proxy appointment will not prevent you from attending and voting at the meeting in person should you wish to do so.

Recommendation

Your directors believe that all the proposed resolutions are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of these resolutions as the directors intend to do in respect of their own shareholdings.

Yours faithfully

Rob Margetts

Rob Margetts, CBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of Legal & General Group Plc will be held at The Plaisterers Hall, No.1 London Wall, London EC2Y 5JU on Thursday, 18 May 2006 at 11.30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. That the Report and Accounts for the year ended 31 December 2005 be received and approved.
2. That a final dividend of 3.63p per Ordinary share be declared.
3. That B. C. Hodson OBE, who retires by rotation, be re-elected as a director.
4. That A. W. Palmer, who retires by rotation, be re-elected as a director.
5. That R. A. Phipps, who retires by rotation, be re-elected as a director.
6. That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
7. That the directors be authorised to determine the auditors' remuneration.
8. That the Directors' Report on Remuneration as set out on pages 34 to 42 of the Report and Accounts, be considered and approved.
9. That the directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of that Act) up to an aggregate nominal amount of £8,134,277, being 5% of the issued share capital of the Company as at 31 December 2005, in substitution for all previous such authorities. This authority shall (unless renewed) expire at the conclusion of the Annual General Meeting of the Company to be held in 2007, or 30 June 2007 if earlier, except that the Company may at any time prior to the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority.

SPECIAL RESOLUTIONS

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

10. That, subject to the passing of resolution No. 9, the directors of the Company be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) under the authority conferred by resolution No. 9 and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of that Act as if Section 89(1) of that Act did not apply, provided that this authority shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of shareholders (excluding any shareholders holding shares as treasury shares) where the equity securities are offered to each such shareholder in the same proportion (as nearly as may be) to the number of shares held by each such shareholder (subject to such exclusions or other arrangements as the directors of the Company may think fit in connection with fractional entitlements or legal or practical problems arising in connection with the laws of, or requirements of, any recognised regulatory body or stock exchange in any territory); and

Notice of Annual General Meeting

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £8,134,277, being 5% of the issued share capital of the Company as at 31 December 2005.

This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007, or 30 June 2007 if earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 11. That the directors of the Company be and they are hereby granted, pursuant to Article 7 of the Articles of Association of the Company and in accordance with Section 166 of the Companies Act 1985, general and unconditional authority to make market purchases of any of its Ordinary shares upon, and subject to, the following conditions:-
 - (a) the maximum number of ordinary shares in the Company hereby authorised to be acquired is 325,371,096 Ordinary shares, being 5% of the issued share capital of the Company as at 31 December 2005.
 - (b) the minimum price which may be paid for each Ordinary share is 2.5p.
 - (c) the maximum price which may be paid for each Ordinary share is an amount equal to 105% of the average of the middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary shares are purchased; and
 - (d) the authority hereby conferred shall (unless renewed) expire at the conclusion of the Annual General Meeting to be held in 2007, or 30 June 2007 if earlier, except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of Ordinary shares which would or might be completed wholly or partly after the expiry of such authority.

By Order of the Board



Claire Davies
Group Secretary
16 March 2006

Registered Office:
Legal & General Group Plc
Temple Court,
11 Queen Victoria Street,
London EC4N 4TP.
Registered in England and Wales. No. 1417162

Notes to the Notice of Annual General Meeting

APPOINTMENT OF PROXIES

1. A proxy form is enclosed for use by shareholders. Only shareholders are entitled to attend or be represented at the Annual General Meeting. A shareholder entitled to attend and vote may appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a shareholder. To be valid the proxy form must be received by Lloyds TSB Registrars by 11.30 a.m. on Tuesday, 16 May 2006. Completion of a form of proxy will not preclude a member from attending and voting at the meeting in person. Anyone who holds their Ordinary shares within the Legal & General Electronic Share Service must submit their form of proxy to be received by Lloyds TSB Registrars no later than 6.00 p.m. on Monday, 15 May 2006.
2. Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Lloyds TSB Registrars' website at www.sharevote.co.uk where full instructions on the procedure are given. The personal reference number, card ID and account number printed on the proxy form will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Lloyds TSB Registrars' on-line portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received after 11.30 a.m. on Tuesday, 16 May 2006. Please note that any electronic communication found to contain a computer virus will not be accepted.

ENTITLEMENT TO ATTEND AND VOTE

3. Legal & General specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered on the register of members of Legal & General as at 6.00 p.m. on Tuesday, 16 May 2006 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00 p.m. on Tuesday, 16 May 2006 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

APPOINTMENT OF PROXIES THROUGH CREST

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Thursday, 18 May 2006 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Lloyds TSB Registrars (ID 7RA01) by no later than 11.30 a.m. on Tuesday, 16 May 2006. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Lloyds TSB Registrars are 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 CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers

Notes to the Notice of Annual General Meeting

are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Legal & General may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

DOCUMENTS AVAILABLE FOR INSPECTION

5. Copies of the executive directors' service contracts, the terms and conditions of appointment of the Chairman and the non-executive directors, directors' Deeds of Indemnity, together with the Register of Directors' Share Interests are available for inspection at the Registered Office during normal business hours on any business day (excluding public holidays) until the close of the Annual General Meeting, and will also be available for inspection at the Annual General Meeting venue for at least 15 minutes prior to and during the meeting.

Explanation of Resolutions

RESOLUTION 1 – REPORT AND ACCOUNTS

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

RESOLUTION 2 – FINAL DIVIDEND

Legal & General is recommending to shareholders a final dividend of 3.63p for 2005, a 5.2% increase on 2004.

RESOLUTIONS 3 TO 5 – RE-ELECTION OF DIRECTORS

The Board and its directors are subject to annual evaluation. The aim is to improve both individual contributions and collective achievement. In 2005 the evaluation was facilitated by an external consultant and culminated in individual directors' interviews with the Chairman (in the case of the Chairman the interview was conducted by the Senior Independent Director). A full report was provided to the Board and consequent actions agreed.

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

A summary of the directors' biographical details is outlined on pages 26 and 27 of the Company's 2005 Annual Report and Accounts and has been replicated here for those directors seeking re-election.

B. C. Hodson OBE

Independent, non-executive director. Aged 54. She was appointed in December 2000. She is a member of the Remuneration and Nominations Committees. She is a non-executive director of Robert Wiseman Diaries Plc, and a director of First Milk Limited. She was formerly Managing Director of UK Retail, WH Smith Group Plc, Managing Director of Children's World, which was part of Boots Company PLC, and Managing Director of Dolcis, Bertie Shoes and Cable & Co., which were part of Sears Plc. She was previously a non-executive director of M & G Group (Prudential), and the National College for School Leadership, and a member of the North Yorkshire & Humberside Regional Development Agency.

A. W. Palmer

Group Director (Finance). Aged 52. He joined Legal & General in 1988 from Commercial Union. He was appointed to the Board as Group Director (Services) on 1 January 1996 and became Group Director (Corporate Business) on 1 July 1999. He was appointed Group Director (Finance) on 1 January 2001. He is a non-executive director of Slough Estates plc and Chairman of the Association of British Insurers Financial Regulation and Taxation Committee and Financial Reporting Panel. He is a Fellow of the Institute of Chartered Accountants in England and Wales.

R. A. Phipps

Group Executive Director (UK). Aged 55. He joined Legal & General in 1982 from British Gas and was appointed I.T. Director in 1985. He was appointed to the Board as Group Director (Sales & Marketing) on 1 January 1996 and became Group Director (Retail Business) on 1 July 1999. He was appointed Group Director (UK Operations) on 1 January 2001 and he became Group Executive Director (UK) on 17 March 2006. He is an ABI Board Director.

The Nominations Committee has reviewed and recommended to the Board the re-election of each of the directors referred to above. B. C. Hodson, the only non-executive director seeking re-election, is considered to be independent. All the directors continue to make an effective and valuable contribution to the Board and demonstrate commitment to their respective roles at Legal & General. The Board unanimously recommends re-election of the directors referred to in resolutions 3 to 5 above.

RESOLUTIONS 6 AND 7 – RE-APPOINTMENT AND REMUNERATION OF THE AUDITORS

Resolution 6 seeks to re-appoint PricewaterhouseCoopers LLP as auditors of Legal & General and Resolution 7 seeks authorisation for the directors to agree the auditors' remuneration.

RESOLUTION 8 – DIRECTORS’ REPORT ON REMUNERATION

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

The report for the year ended 31 December 2005 is set out on pages 34 to 42 of the Report and Accounts 2005.

RESOLUTION 9 – RENEWAL OF DIRECTORS’ AUTHORITY TO ALLOT SHARES

This resolution seeks to allow the directors to allot Ordinary shares in Legal & General and will replace the existing authority. The new authorisation will last until the Annual General Meeting in 2007, or 30 June 2007 if earlier.

The maximum amount that can be allotted under this authority is £8,134,277 nominal value of shares which is equivalent to 5% of the issued share capital at 31 December 2005. The directors currently have no intention of issuing further share capital.

RESOLUTION 10 – DISAPPLICATION OF PRE-EMPTION RIGHTS

The effect of this resolution is to replace the existing authority to allow the directors to allot Ordinary shares in Legal & General for cash, and to transfer shares held in treasury, other than to existing shareholders in proportion to their holdings. Any allotment or transfer under this authority may be up to a maximum aggregate of £8,134,277 nominal value of shares which is equivalent to 5% of the issued share capital at 31 December 2005. It is not intended, without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds, to issue or transfer in this way more than 7.5% of the share capital in any rolling three year period. The resolution will also authorise the directors to allot shares in connection with a rights issue, open offer or other pre-emptive offer otherwise than strictly *pro rata* where practical considerations, such as fractional entitlements and foreign securities laws, make this desirable. The authority under this resolution will last until the next Annual General Meeting in 2007, or 30 June 2007 if earlier.

Both resolutions 9 and 10 are consistent with the recommendations of the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.

The directors have no current intention of issuing further share capital and no issue will be made which would effectively alter control of the Company without prior approval of members in general meeting.

RESOLUTION 11 – PURCHASE OF OWN SHARES

This resolution seeks to allow Legal & General to make market purchases of up to 325,371,096 of its own Ordinary shares (5% of Legal & General’s issued share capital at 31 December 2005) at prices not less than 2.5p per Ordinary share and not more than 5% above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days before each purchase. The authority under this resolution will continue until the Annual General Meeting in 2007, or 30 June 2007 if earlier.

The directors currently have no intention of exercising the authority and will only purchase shares if the effect will be to increase earnings per share and the purchase would be in the best interests of shareholders as a whole. The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 allow companies to hold shares purchased from the market in treasury with a view to a possible reissue at a future date, as an alternative to cancelling them. If the Company were to purchase any of its own shares, it would consider holding them as treasury shares. This would give the Company the ability to reissue shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No purchases were made following last year’s authority. The total number of options to subscribe for Ordinary shares outstanding at 16 March 2006 was 100,043,882. This represents 1.54% of the issued Ordinary share capital at that date. If the Company were to buy back the maximum number of Ordinary shares permitted pursuant to the passing of resolution 11, then the total number of options to subscribe for shares outstanding at 16 March 2006 would represent 1.62% of the reduced issued Ordinary share capital.

Definitions

Legal & General/the Company	Legal & General Group Plc
Ordinary resolution	A resolution passed by more than 50% of the votes cast
Ordinary shares	Legal & General Group Plc ordinary shares of 2.5p each
Special resolution	A resolution passed by at least 75% of the votes cast
Combined Code	The Combined Code on Corporate Governance issued in July 2003
Listing Rules	the Listing Rules of the Markets Division of the Financial Services Authority
AGM	Annual General Meeting

