

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**LEGAL & GENERAL INSURANCE LIMITED**

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**ORDINARY RESOLUTION**

We, the undersigned, being members of the Company eligible to vote on the proposals at the date of circulation, hereby pass the following resolution as an ordinary resolution pursuant to sections 288 to 300 of the Companies Act 2006 -

THAT, pursuant to the provisions of section 175(5)(a) of the Companies Act 2006, and with effect on and from the date on which that section is brought into force, the directors of Legal & General Insurance Limited (the "Directors") may authorise matters in which a Director has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of Legal & General Insurance Limited

Please read the notes at the end of this document before signifying your agreement to the above resolution (the "Resolution")

**Name of Shareholder**

**Signature**

**Date of Signature**

**LEGAL & GENERAL  
ASSURANCE SOCIETY  
LIMITED**



23 sept 08



23-09.-08

WEDNESDAY



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"ALW4F4KY"

05/11/2008

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COMPANIES HOUSE

## **EXPLANATORY NOTES TO ELIGIBLE MEMBERS**

(These explanatory notes are not part of the Resolution )

- 55 This document is sent to eligible members of Legal & General Insurance Limited on 23 September 2008 (the "Circulation Date")
- 56 "Eligible members" are the members (i.e. shareholders of the Company) who are entitled to vote on the Resolution at the Circulation Date
- 57 If you wish to agree to the Resolution, please signify your agreement as follows
- you (or someone acting on your behalf) must sign, print your name and date this document,
  - if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document, and
  - please return the document to the Company (marked for the attention of the Company Secretary) at its registered office \*

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

- 58 If sufficient agreement to the Resolution is not received by no later than the date being 28 days from (and beginning with) the Circulation Date, then the Resolution will lapse and you will not be able to indicate agreement after that date. If you agree to the Resolution, please ensure your agreement reaches us before that date
- 59 Once this document, signed by you or on your behalf, has been duly received (as indicated above) you may not revoke your agreement to the Resolution
- 60 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

23 September 2008

\* Group Secretary's Office  
Legal & General Group plc  
One Coleman Street  
London  
EC2R 5AA