

## LEGAL & GENERAL GROUP Plc

### Issue of €600,000,000 4.00 per cent. Fixed/Floating Rate Dated Subordinated Notes due 2025 under the £2,000,000,000 Euro Note Programme for Legal & General Group Plc and Legal & General Finance PLC

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Subordinated Notes set forth in the Information Memorandum dated 30 March 2005. This Pricing Supplement must be read in conjunction with such Information Memorandum and the Supplemental Information Memorandum dated 6 June 2005.

<b>1</b>	Issuer:	Legal & General Group Plc
<b>2</b>	(i) Series Number:	2
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Euro ("€")
<b>4</b>	Aggregate Nominal Amount:	
	(i) Series:	€600,000,000
	(ii) Tranche:	€600,000,000
<b>5</b>	(i) Issue Price:	99.652 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	€595,512,000
<b>6</b>	Specified Denominations:	€50,000
<b>7</b>	Issue Date:	8 June 2005
<b>8</b>	Maturity Date:	8 June 2025
<b>9</b>	Interest Basis:	4.000 per cent. Fixed Rate to (but excluding) 8 June 2015; and on and thereafter 3 month EURIBOR + 1.70 per cent. Floating Rate
<b>10</b>	Redemption/Payment Basis:	Redemption at nominal amount, save in the circumstances set out in Condition 6(e) and paragraph 22 below
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Applicable. See paragraph 9 above and paragraph 22 below
<b>12</b>	Put/Call Options:	Put: Not applicable Call: See paragraphs 21 and 22 below

<b>13</b>	Status of the Notes:	<p>Option B Dated Subordinated</p> <p>The Notes constitute direct, unsecured and (save as to subordination) unconditional obligations of the Issuer and rank <i>pari passu</i> and without any preference among themselves. In the event of the bankruptcy, dissolution, administration or winding up of the Issuer, the payment obligations of the Issuer under the Notes and the Receipts and Coupons relating to them shall be subordinated in the manner provided in the Trust Deed to the claims of all Senior Creditors (as defined in Condition 3(a)) of the Issuer but shall rank at least <i>pari passu</i> with all other subordinated obligations of the Issuer that are not expressed by their terms to rank junior to the Notes and in priority to all undated or perpetual subordinated obligations of the Issuer and to the claims of shareholders of the Issuer.</p> <p>The Issuer may on any Optional Interest Payment Date (as defined in Condition 5(b)) defer payment of interest on the Notes which would otherwise be payable on such date.</p>
<b>14</b>	Listing:	Official List of the UK Listing Authority and trading on the London Stock Exchange
<b>15</b>	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST PAYABLE**

<b>16</b>	Fixed Rate Note Provisions	Applicable (to, but excluding, 8 June 2015)
	(i) Rate of Interest:	4.00 per cent. per annum payable annually in arrear to (but excluding) 8 June 2015
	(ii) Interest Payment Date(s):	8 June in each year
	(iii) Fixed Coupon Amount:	€2,000 per €50,000 in nominal amount
	(iv) Broken Amount:	Not applicable
	(v) Day Count Fraction (Condition 4(k)):	Actual/Actual-ISMA
	(vi) Determination Date(s) (Condition	Not applicable

	4(k):	
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not applicable
<b>17</b>	<b>Floating Rate Provisions</b>	Applicable (on and after 8 June 2015)
	(i) Specified Period(s)/Specified Interest Payment Dates:	8 March, 8 June, 8 September and 8 December in each year, commencing on 8 September 2015
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Additional Business Centre(s) (Condition 4(k)):	Not applicable
	(iv) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(v) Interest Period Date(s):	Not applicable
	(vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not applicable
	(vii) Screen Rate Determination (Condition 4(b)(iii)(B)):	
	– Relevant Time:	11.00 a.m. CET
	– Interest Determination Date:	2 TARGET Business Days prior to the first day in each Interest Accrual Period
	– Primary Source for Floating Rate:	Screen page 248 on Moneyline Telerate Monitor (or such other page or pages as may replace it for the purposes of displaying such information)
	– Reference Banks (if Primary Source is “Reference Banks”):	Not applicable
	– Relevant Financial Centre:	Eurozone
	– Benchmark:	EURIBOR
	– Representative Amount:	€50,000
	– Effective Date:	Not applicable
	– Specified Duration:	Not applicable
	(viii) ISDA Determination (Condition (4)(b)(iii)(A)):	Not applicable
	(ix) Margin(s):	+ 1.70 per cent. per annum
	(x) Minimum Rate of Interest:	Not applicable

	(xi) Maximum Rate of Interest:	Not applicable
	(xii) Day Count Fraction (Condition 4(j)):	Actual/360
	(xiii) Rate Multiplier:	Not applicable
	(xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not applicable
<b>18</b>	Zero Coupon Note Provisions:	Not applicable
<b>19</b>	Index Linked Interest Note Provisions:	Not applicable
<b>20</b>	Dual Currency Note Provisions:	Not applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>21</b>	Call Option:	Applicable
	(i) Optional Redemption Date(s):	On 8 June 2015 and each Interest Payment Date thereafter
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	Nominal amount
	(iii) If redeemable in part:	Not applicable
	(iv) Option Exercise Date(s):	Not applicable
	(v) Description of any other Issuer's option:	Not applicable
	(vi) Notice period (if other than as set out in the Conditions):	Not applicable
<b>22</b>	Capital Disqualification Call:	Applicable
	Capital Disqualification Redemption Date:	At any time prior to 8 June 2015 and on and thereafter on any Interest Payment Date
	Special Redemption Price:	See Appendix A
<b>23</b>	Put Option:	Not applicable
<b>24</b>	Final Redemption Amount:	Nominal amount
<b>25</b>	Early Redemption Amount:	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10) and/or the method of calculating	Nominal amount

the same (if required or if different from that set out in the Conditions):

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| (ii)  | Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6(c)): | Yes, at any time prior to 8 June 2015 and on and thereafter only on Interest Payment Dates |
| (iii) | Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)):          | Yes  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| <b>26</b> | Form of Notes:  | Bearer Notes  |
|           | (i) Temporary or permanent Global Note/Certificate:   | Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note |
|           | (ii) Applicable TEFRA exemption:  | D Rules   |
| <b>27</b> | Additional Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates:  | Not applicable  |
| <b>28</b> | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | Yes   |
| <b>29</b> | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable  |
| <b>30</b> | Details relating to Instalment Notes:   | Not applicable  |
| <b>31</b> | Redenomination, renominalisation and reconventioning provisions:  | Not applicable  |
| <b>32</b> | Consolidation provisions:   | Not applicable  |
| <b>33</b> | Other terms or special conditions:  | Not applicable  |

#### **DISTRIBUTION**

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| <b>34</b> | (i) If syndicated, names of Managers: | BNP Paribas<br>Citigroup Global Markets Limited<br>Dresdner Bank AG London Branch |
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	(ii) Stabilising Manager (if any):	Goldman Sachs International Citigroup Global Markets Limited
<b>35</b>	If non-syndicated, name of Dealer:	Not applicable
<b>36</b>	Additional selling restrictions:	Italy: The offering of the Notes has not been cleared by CONSOB (the Italian Securities Exchange Commission) pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of this Pricing Supplement, the Information Memorandum or the Supplemental Information Memorandum or of any other document relating to the Notes be distributed in the Republic of Italy, except (i) to qualified investors ( <i>operatori qualificati</i> ), as defined in Article 31, second paragraph, of CONSOB Regulation No. 11522 of 1 July 1998, as amended, provided that such professional investors will act in such capacity and not as depositaries or nominees for other shareholders, or (ii) in circumstances which are exempted from the rules on solicitation of investments pursuant to Article 94 <i>et seq.</i> of Legislative Decree No. 58 of 24 February 1998, as amended (the "Italian Financial Services Act"), and its implementing CONSOB regulations including Article 33, first paragraph, of CONSOB Regulation No. 11971 of 14 May 1999, as amended. In any event, the offering, sale or delivery of the Notes shall be made in compliance with all Italian securities, tax and exchange controls and other applicable Italian laws and regulations. Accordingly, the Notes may not be offered and neither this Pricing Supplement, the Information Memorandum, the Supplemental Information Memorandum nor any other material relating to the Notes may be distributed or made available in Italy, unless such offer of the Notes or distribution or availability of copies of this Pricing Supplement, the Information Memorandum, the Supplemental

Information Memorandum or any other material relating to the Notes in Italy is (i) made by an investment firm, a bank or a financial intermediary permitted to conduct such activities in Italy in accordance with Legislative Decree No. 385 of 1 September 1993, as amended (the “Banking Law”), and the implementing instructions of the Bank of Italy, Legislative Decree No. 58, Regulation No. 11971 and any other applicable Italian laws and regulations; (ii) in compliance with Article 129 of the Banking Law and the implementing instructions of the Bank of Italy, pursuant to which the issue or offer of securities in Italy is subject to prior notification to the Bank of Italy, unless an exemption, depending *inter alia* on the aggregate amount of the securities issued or offered and the features of the securities, applies; and (iii) in compliance with any other applicable notification requirement or limitation which may be imposed by CONSOB or the Bank of Italy. In any case, the Notes shall not be offered, sold, re-sold or delivered on a retail basis, either in the primary or secondary market, to any individuals residing in Italy

## OPERATIONAL INFORMATION

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| <b>37</b> | ISIN Code:   | XS0221574931  |
| <b>38</b> | Common Code:   | 022157493   |
|           |  | <p><i>Interests in the Temporary Global Note and the Permanent Global Note may be traded in the relevant clearing systems in units of €50,000 and incremental units of €1,000 in excess thereof. Definitive Notes (if issued) will only be issued in denominations of €50,000 and holders of Notes will be entitled to one vote at any meeting of Noteholders in respect of each €50,000 principal amount of Notes held</i></p> |
| <b>39</b> | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not applicable  |

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| <b>40</b> | Delivery:   | Delivery against payment   |
| <b>41</b> | The Agents appointed in respect of the Notes are: | Citibank N.A.<br>Dexia Banque Internationale à Luxembourg, société anonyme |

**GENERAL**

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| <b>42</b> | Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 11(a):   | Not applicable |
| <b>43</b> | The aggregate principal amount of Notes issued has been translated into sterling at the rate €1.00 = £0.675602, producing a sum of (for Notes not denominated in sterling): | £405,361,200   |

## Appendix A

As used herein, "Special Redemption Price" means, in respect of each Note, (a) the principal amount of such Note or, if this is higher, (b) the sum of the principal amount of such Note and the Make Whole Premium.

Where:

"Debt Service" means, in respect of a Note, all payments of principal and interest on such Note;

"Make Whole Premium" means the excess, if any, of (i) the present value of the future Debt Service on the Note (assuming for this purpose that the Notes are to be redeemed at their principal amount on 8 June 2015) discounted at 0.375 per cent. above the then current yield on the 3.75 per cent. German Bundesobligationen due January 2015 (or, if such security is no longer in issue, such other German Bundesobligationen in issue on or about the Reference Date as the Calculation Agent may, with the advice of Reference Market Makers, determine to be appropriate by way of substitution for the 3.75 per cent. German Bundesobligationen due January 2015) over (ii) the outstanding principal amount of such Note, all as determined by the Calculation Agent;

"Reference Date" means the date which is three dealing days prior to the date fixed for redemption pursuant to Condition 6(e) by the Issuer; and

"Reference Market Makers" means three brokers or market makers of European government bonds selected by the Calculation Agent and approved for this purpose by the Trustee or such other three persons operating in the European government bonds market as are selected by the Calculation Agent in consultation with the Issuer and approved for this purpose by the Trustee.

## **LISTING APPLICATION**

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the £2,000,000,000 Euro Note Programme of Legal & General Group Plc and Legal & General Finance PLC.

## **STABILISING**

In connection with this issue, Citigroup Global Markets Limited (the "Stabilising Manager") or any person acting for it may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period after the issue date. However, there may be no obligation on the Stabilising Manager or any agent of it to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.

## **MATERIAL ADVERSE CHANGE STATEMENT**

There has been no significant change in the financial or trading position of the Issuer or of the Group since 31 December 2004 and no material adverse change in the financial position or prospects of the Issuer or of the Group since 31 December 2004.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum and Supplemental Information Memorandum referred to above, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Duly authorised