



**LEGAL & GENERAL GROUP PLC**

*(incorporated with limited liability in England & Wales with registered no. 01417162)*

**LEGAL & GENERAL FINANCE PLC**

*(incorporated with limited liability in England & Wales with registered no. 02338444)*

**£4,000,000,000**

**EURO NOTE PROGRAMME**

*guaranteed (in the case of Notes issued by Legal & General Finance PLC) by*

**LEGAL & GENERAL GROUP PLC**

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 27 May 2016 (the “**Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein), as supplemented by the supplementary prospectus dated 31 August 2016, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the £4,000,000,000 Euro Note Programme (the “**Programme**”) established by Legal & General Finance PLC (“**L&GF**”) and Legal & General Group Plc (“**L&G**” or “**Legal & General**”) (each of L&GF and L&G in such capacity an “**Issuer**” and together the “**Issuers**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with and forms part of the Prospectus and any other supplements to the Prospectus issued by the Issuers.

The purpose of this Supplement is:

1. to incorporate by reference certain sections of the consolidated annual report and audited accounts of L&G, its subsidiaries and its subsidiary undertakings (together referred to as the “**Group**”) for the year ended 31 December 2016 (the “**Annual Report**”), as announced by L&G on 8 March 2017; and
2. to update the no change statements of L&G in the Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**New Documents Incorporated by Reference**

The following documents which have been previously published and which have been filed with the FCA, are hereby incorporated in, and form part of, this Supplement:

1. the audited consolidated annual financial statements of L&G for the year ended 31 December 2016 and audit report thereon (which appear at pages 100 to 220 (inclusive) of the Annual Report);

2. the section entitled “principal risks and uncertainties” (which appears at pages 44 and 45 of the Annual Report); and
3. the section entitled “board of directors” (which appears at pages 48 and 49 of the Annual Report).

### **General Information**

There has been no significant change in the financial or trading position of L&G or the Group since 31 December 2016. There has been no material adverse change in the prospects of L&G or the Group since 31 December 2016.

### **General**

Copies of the document incorporated by reference in this Supplement may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html> and are available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the offices of the Issuers at One Coleman Street, London EC2R 5AA.

If the document which is incorporated by reference into this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement. The websites which are referred to in the document which is incorporated by reference into this Supplement do not form part of this Supplement for the purposes of the Prospectus Directive. The parts of the Annual Report which are not incorporated by reference are either not relevant for investors or are covered elsewhere within the Prospectus.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into this Supplement; and (b) any other statement in, or incorporated by reference into, the Prospectus or the supplementary prospectus dated 31 August 2016 or any previous supplement to the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the supplementary prospectus dated 31 August 2016, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.