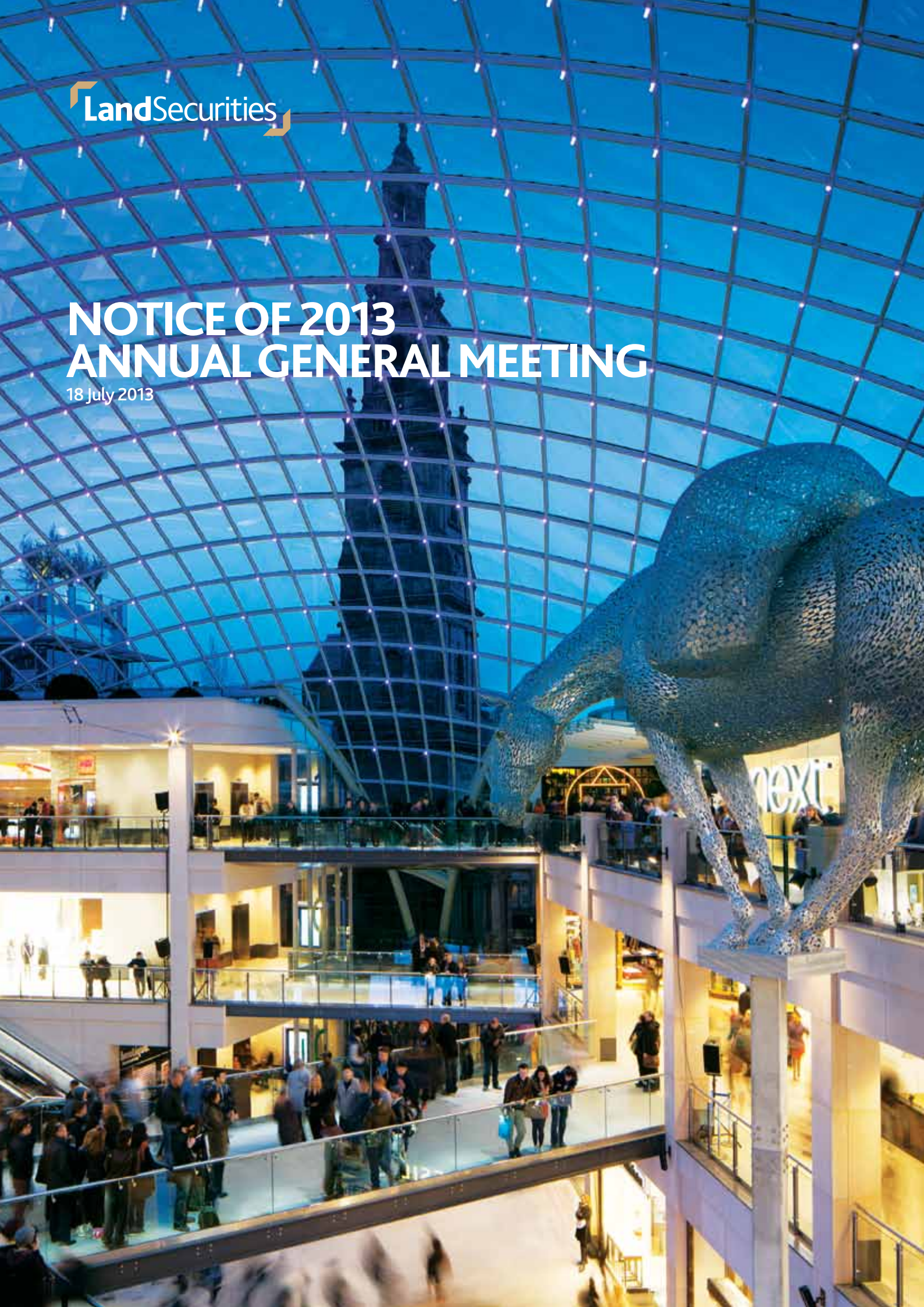




# NOTICE OF 2013 ANNUAL GENERAL MEETING

18 July 2013



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult a stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Land Securities Group PLC, please pass this document and the accompanying form of proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



10 June 2013

Dear Shareholder,

## Annual General Meeting – 18 July 2013

I have pleasure in inviting you to the Company's 2013 Annual General Meeting (AGM) to be held at 11.00am on Thursday, 18 July 2013 at The Sainsbury Wing Theatre, The National Gallery, Trafalgar Square, London WC2N 5DN.

Enclosed with this letter are your Notice of Meeting, Form of Proxy and Attendance Card. The 2013 Annual Report and Notice of Meeting are also now available to view on our website [www.landsecurities.com](http://www.landsecurities.com).

The AGM provides an opportunity for your directors to meet with you, provide our thoughts on the development of the Company and answer your questions. Accordingly, we encourage shareholders to attend the meeting.

If you are unable to attend, please complete your Form of Proxy and return it as soon as possible but to arrive not later than 11.00am on Tuesday, 16 July 2013. Please note that if you complete and return the Form of Proxy, you may still attend, speak and vote at the meeting in person.

We will once again take all Resolutions on a poll vote. This will be conducted at the meeting by means of a paper poll. On a poll, each shareholder has one vote for every share held. The results of the voting will be posted on the Company's website after the meeting and notified to the London Stock Exchange.

There are 20 Resolutions proposed this year. Explanatory notes for each proposed Resolution are contained in Part II of the enclosed Notice of Meeting.

The Company has announced that, following a competitive tender process, it proposed to appoint Ernst & Young LLP as auditor of the Group commencing with the 2013/14 financial year. As resigning auditor, PricewaterhouseCoopers LLP has provided the Company with a 'statement of circumstances' confirming that it resigned as auditor of the Company following its unsuccessful participation in the tender process. A copy of the 'statement of circumstances' is set out in the Appendix to the Notice of Meeting. Following the resignation of PricewaterhouseCoopers LLP with effect from 10 June 2013, the Board appointed Ernst & Young LLP to fill a 'casual vacancy' in accordance with the Companies Act 2006 and Resolution 15 proposes the re-appointment of Ernst & Young LLP as auditor of the Company.

Your directors consider the Resolutions proposed to be in the best interests of shareholders as a whole and unanimously recommend shareholders to vote in favour of them all, as they intend to do in respect of their own shareholdings.

The other directors and I look forward to seeing as many of you as possible at the meeting and thank you for your continued support.

Yours sincerely,

A handwritten signature in black ink that reads "Alison Carnwath".

*Alison Carnwath*  
Chairman

## Part I

Land Securities Group PLC  
5 Strand, London WC2N 5AF  
www.landsecurities.com

Registered in England and Wales: No. 4369054



### Notice of 2013 Annual General Meeting

Notice is given that the 2013 Annual General Meeting of Land Securities Group PLC will be held at The Sainsbury Wing Theatre, The National Gallery, London WC2N 5DN on Thursday, 18 July 2013 at 11.00am, to consider the following business:

Resolutions 1 to 18 will be proposed as Ordinary Resolutions. Resolutions 19 and 20 will be proposed as Special Resolutions.

#### Resolution 1

To receive the accounts of the Company for the year ended 31 March 2013 and the report of the directors and auditors on such accounts.

#### Resolution 2

To declare a Final Dividend for the year ended 31 March 2013 of 7.6 pence per share.

#### Resolution 3

To approve the Policy Report, which forms the first part of the Directors' Remuneration Report for the year ended 31 March 2013.

#### Resolution 4

To approve the Implementation Report, which forms the second and final part of the Directors' Remuneration Report for the year ended 31 March 2013.

#### Resolution 5

To re-elect Alison Carnwath as a director.

#### Resolution 6

To re-elect Robert Noel as a director.

#### Resolution 7

To re-elect Martin Greenslade as a director.

#### Resolution 8

To re-elect Richard Akers as a director.

#### Resolution 9

To re-elect Kevin O'Byrne as a director.

#### Resolution 10

To re-elect Sir Stuart Rose as a director.

#### Resolution 11

To re-elect Simon Palley as a director.

**Resolution 12**

To re-elect David Rough as a director.

**Resolution 13**

To re-elect Christopher Bartram as a director.

**Resolution 14**

To re-elect Stacey Rauch as a director.

**Resolution 15**

To re-appoint Ernst & Young LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.

**Resolution 16**

To authorise the directors to determine the remuneration of the auditors.

**Resolution 17**

To authorise the directors generally and unconditionally to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £26,108,357; and
- (ii) comprising equity securities (as defined in section 560 of the Companies Act 2006 (the 2006 Act)) up to a further nominal amount of £26,108,357 in connection with an offer by way of a rights issue:
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution (unless previously renewed, varied or revoked by the Company in a general meeting), provided that the Company may make offers and enter into agreements before this authority expires which would, or might, require equity securities to be allotted or subscription or conversion rights to be granted after the authority ends and the directors may allot equity securities or grant rights to subscribe for or convert securities into ordinary shares under any such offer or agreement as if this authority had not expired.

## **Resolution 18**

In accordance with sections 366 and 367 of the 2006 Act, to authorise the Company and all companies that are its subsidiaries at any time during the period for which this Resolution has effect to:

- (i) make political donations to political parties, political organisations other than political parties and/or independent election candidates; and
- (ii) incur other political expenditure,  
not exceeding £20,000 in aggregate.

This authority shall commence on the date of this Resolution and expire after the conclusion of the Company's next Annual General Meeting. Any terms used in this Resolution which are defined in Part 14 of the 2006 Act shall have the meaning given to them in Part 14 of the 2006 Act.

## **Resolution 19**

If Resolution 17 is passed, to authorise the directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 17 and/or to sell treasury shares, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authorisation shall be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of, or invitation to apply for, equity securities made to (but in the case of the authority granted under paragraph (ii) of Resolution 17, by way of a rights issue only):
  - (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,  
  
and so that the directors 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
- (ii) in the case of the authority granted under paragraph (i) of Resolution 17 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (i) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £3,916,253.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, provided that the Company may, before this authority expires, make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authorisation expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authorisation had not expired.

## Resolution 20

To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the 2006 Act) of its ordinary shares on such terms as the directors think fit, provided that:

- (i) the maximum number of ordinary shares that may be acquired is 78,325,071, being 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 June 2013;
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence; and
- (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, provided that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after the expiry of this authority and to purchase ordinary shares in accordance with such contract as if the authority conferred had not expired.

By order of the Board,

*Adrian de Souza*

Group General Counsel and Company Secretary

10 June 2013

Registered Office: 5 Strand, London WC2N 5AF  
Registered in England and Wales No: 4369054

## Part II

### Explanatory Notes on Resolutions

#### Resolution 1 – Annual Report and Financial Statements

For each financial year, the directors must present the report of the directors and the accounts of the Company to shareholders at the AGM. The report of the directors, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the 2013 Annual Report.

#### Resolution 2 – Final Dividend

This resolution seeks shareholder approval for a Final Dividend of 7.6 pence per share for the year ended 31 March 2013, which is recommended by your Board. If approved, the Final Dividend will be paid on 19 July 2013 to those shareholders on the register at the close of business on 21 June 2013.

#### Resolutions 3 and 4 – Directors' Remuneration Report

These resolutions seek shareholder approval for the Policy Report and the Implementation Report, which together form the Directors' Remuneration Report. The Directors' Remuneration Report can be found on pages 74 to 91 of the 2013 Annual Report.

In compliance with the 2006 Act, shareholders will be invited to approve the Directors' Remuneration Report. New regulations will come into force in the UK on 1 October 2013 which will require the Company at future annual general meetings to offer shareholders a binding vote on the Company's forward looking remuneration policy (which we have set out this year in the Policy Report) and a separate advisory vote on the implementation of the Company's existing remuneration policy in terms of the payments and share awards made to directors during the year (which we have described this year in the Implementation Report).

Although the new regulations are not yet in force, the Board is committed to ensuring that the Company's remuneration structures and procedures remain at the forefront of best practice in this area. Accordingly, the Board considered it appropriate to give shareholders the opportunity to hold a separate vote on each part of the Directors' Remuneration Report this year, in anticipation of future years. Whilst the vote on both parts of the Directors' Remuneration Report this year will be advisory in nature, in that payments made or promised to directors will not have to be repaid, reduced or withheld in the event that either resolution is not passed, the Remuneration Committee will consider the results of the vote carefully.

Resolution 3 seeks shareholder approval for the Policy Report, which forms the first part of the Directors' Remuneration Report and which can be found on pages 75 to 82 of the 2013 Annual Report. The Policy Report sets out the Company's future policy on directors' remuneration, including the setting of the directors' pay and the granting of share awards.

Resolution 4 seeks shareholder approval for the Implementation Report, which forms the second and final part of the Directors' Remuneration Report and which can be found on pages 83 to 91 of the 2013 Annual Report. The Implementation Report gives details of the implementation of the Company's previous remuneration policy in terms of the payments and share awards made to the directors in connection with their performance and that of the Company during the year ended 31 March 2013.

The Company's auditors during the year, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on page 95 of the 2013 Annual Report.



## **Resolutions 5 to 14 – Re-election of directors**

These resolutions seek the re-election of the Company's directors. The UK Corporate Governance Code recommends that all directors should seek re-election by shareholders annually and, accordingly, all directors are standing for re-election to the Board. The re-election of directors will take effect at the conclusion of the meeting.

Each of the directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role and continues to be an effective and valuable member of the Board. Details of the performance evaluation may be found in the Corporate Governance section of the 2013 Annual Report at pages 65 and 66. The Board is content that each non-executive director offering themselves for re-election, including Sir Stuart Rose and David Rough (who have each served more than nine years on the Board), is independent and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the re-election of the directors.

The Board comprises ten directors, consisting of the Chairman, three executive directors and six non-executive directors, whose experience and expertise are derived from a range of industries and sectors providing an invaluable perspective on the Company's business. Biographical details for each director, including their career history, skills, competencies and experience can be found on pages 58 and 59 of the 2013 Annual Report and at [www.landsecurities.com/about-us/our-management/board-of-directors](http://www.landsecurities.com/about-us/our-management/board-of-directors).

## **Resolutions 15 and 16 – Re-appointment of auditors and auditor remuneration**

On the recommendation of the Audit Committee, the Board appointed Ernst & Young LLP as auditor of the Company to fill a casual vacancy following a competitive tender process led by the Audit Committee and the subsequent resignation of PricewaterhouseCoopers LLP as auditor of the Company. Details of the tender process may be found in the Corporate Governance section of the 2013 Annual Report at pages 68 and 69.

Accordingly, shareholder approval is now sought to re-appoint Ernst & Young LLP as auditor of the Company. Ernst & Young LLP have indicated their willingness to stand for re-appointment as auditors of the Company until the conclusion of the AGM in 2014. Having satisfied themselves of the appropriateness of Ernst & Young LLP following the tender process, the directors recommend their re-appointment and seek authority to fix their remuneration.

PricewaterhouseCoopers LLP carried out the audit for the year ended 31 March 2013 and the directors wish to record their appreciation of the audit services provided by PricewaterhouseCoopers LLP to the Group over several years. As resigning auditor, PricewaterhouseCoopers LLP has provided the Company with a 'statement of circumstances' confirming that it resigned as auditor of the Company following its unsuccessful participation in the tender process. A copy of the 'statement of circumstances' is set out in the Appendix to this Notice of Meeting.

## **Resolution 17 – Authority to allot shares**

Under the 2006 Act, the Company's directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by the shareholders in general meeting. The authority conferred on the directors at last year's AGM under section 551 of the 2006 Act to allot shares expires on the date of the forthcoming AGM. Accordingly, this resolution seeks to grant a new authority under section 551 of the 2006 Act to authorise the directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company.

The aggregate nominal value which can be allotted under the authority set out in paragraph (i) of the resolution is limited to £26,108,357 (representing 261,083,570 ordinary shares of 10 pence each), which is approximately one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 3 June 2013 (being the latest practicable date before publication of this notice). In accordance with guidance issued by the Association of British Insurers, the

authority in paragraph (ii) of the resolution will authorise the directors to allot shares, or to grant rights to subscribe for or convert any security into shares, only in connection with a fully pre-emptive rights issue, up to a further nominal value of £26,108,357 (representing 261,083,570 ordinary shares). This amount (together with the authority provided under paragraph (i) of the resolution) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 3 June 2013. This authority will expire at the end of the next AGM of the Company.

The directors currently have no intention of issuing new shares, or of granting rights to subscribe for or to convert any security into shares, except in relation to the Company's scrip dividend scheme and in connection with the Company's employee share schemes.

As at 3 June 2013, the Company held 10,495,131 ordinary shares in treasury, representing approximately 1.34% of the total ordinary share capital in issue (calculated exclusive of treasury shares).

### **Resolution 18 – To make political donations**

The 2006 Act requires companies to obtain shareholder consent before they can make donations to a political party, other political organisation or an independent election candidate, or incur any political expenditure. The definition of political donations used in the 2006 Act is very broad and as a result could inadvertently catch legitimate activities, such as policy review, law reform and the representation of the business community and special interest groups (such as those concerned with the environment) which the Company may wish to support. These activities are not designed to support any political party nor to influence public support for a particular party. The Company's policy is not to make donations to any political parties or independent election candidates or for any political purpose. The authority being sought is a precautionary measure to ensure the Company and its subsidiaries do not inadvertently breach the 2006 Act. No payments have ever been made by the Company under similar authorities granted by shareholders in the past.

### **Resolution 19 – Disapplication of pre-emption rights**

Under section 561(1) of the 2006 Act, if the directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares or the sale of treasury shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolution 19, to be proposed as a special resolution, asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £3,916,253 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 5% of the Company's issued ordinary share capital as at 3 June 2013 (being the latest practicable date prior to the publication of this notice). This resolution also seeks a disapplication of the pre-emption rights on a rights issue, so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

Shareholders should note that that this resolution also relates to treasury shares and will be proposed as a special resolution. The directors have no present intention of issuing new shares other than pursuant to employee share schemes and under the Company's Scrip Dividend Scheme. However, the authority gives the directors the flexibility to take advantage of business opportunities as they arise. In accordance with the Pre-emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the Company's issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three year period without prior consultation with shareholders. If approved, the authority will expire at the conclusion of the next AGM of the Company.

## **Resolution 20 – Authority to purchase own shares**

This resolution, which will be proposed as a special resolution, renews the authority granted at last year's AGM which expires on the date of the forthcoming AGM. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the 2006 Act. The Board seeks authority to purchase up to 10% of the Company's issued ordinary shares (excluding any treasury shares), should market conditions and price justify such action.

The directors only intend to use this authority to make such purchases if to do so could be expected to lead to an increase in net asset value per share for the remaining shareholders and would be in the best interests of shareholders generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company. The Company purchased 4,599,131 shares during the financial year ended 31 March 2013. The number of shares repurchased is equivalent to the number of shares that were issued in connection with the scrip dividend scheme at a time when the share price was at a significant discount to net asset value. The purpose of this repurchase of shares was to minimise any dilution associated with the issue of shares under the scrip dividend scheme.

The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 10 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 bid on the exchange where the purchase is carried out.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares by the Company. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employee share schemes.

As at 3 June 2013, employee share options were outstanding over 3,770,267 ordinary shares, representing approximately 0.48% of the Company's issued ordinary share capital (excluding treasury shares). If the proposed market purchase authority were used in full, these purchases would represent approximately 0.53% of the Company's issued ordinary share capital (excluding treasury shares).

The authority will only be valid until the conclusion of the next AGM of the Company.



The Directors  
Land Securities Group PLC  
5 The Strand  
London  
WC2N 5AF

10 June 2013

Dear Sirs,

**Statement of Circumstances connected with ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006, we set out below the circumstances connected with our ceasing to hold office as auditors of Land Securities Group PLC, registered no: 4369054 (the Company) effective from 10 June 2013.

In accordance with Section 522(3) of the Act we state that the reason we resigned was that the Company undertook a tender process for the position of statutory auditor and Ernst & Young LLP's proposal was accepted.

Yours faithfully,

  
PricewaterhouseCoopers LLP

## **Shareholder Notes**

### **Ordinary shareholders' right to attend, speak and vote at the 2013 Annual General Meeting (the AGM)**

Ordinary shareholders have the right to attend, speak and vote at the AGM by signing the Attendance Card, bringing it along to the meeting on Thursday, 18 July 2013 at 11.00am and handing it in on arrival. If you do not have an Attendance Card and believe that you should have one, please contact Equiniti on 0871 384 2128. (Calls to this number cost 8p per minute from a BT landline. Other providers' costs may vary. Lines are open from 8.30am to 5.30pm, Monday to Friday.) Equiniti's overseas helpline number is +44 121 415 7049.

Only those shareholders registered in the register of members of the Company at 6.00pm on 16 July 2013 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 6.00pm on the day two days prior to the reconvened meeting shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote.

Any shareholder attending the meeting has the right to ask questions. The Company must provide an answer to any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Shareholder right to appoint a proxy**

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a member of the Company.

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti on 0871 384 2128. (Calls to this number cost 8p per minute from a BT landline. Other providers' costs may vary. Lines are open from 8.30am to 5.30pm, Monday to Friday.) Equiniti's overseas helpline number is +44 121 415 7049. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.

A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To do this, that shareholder must complete a separate Form of Proxy for each proxy. Shareholders can copy their original Form of Proxy, or additional Form of Proxies can be obtained from Equiniti. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

To be valid, any Form of Proxy must be received by hand during normal business hours or by post at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6RD, no later than 11.00am on Tuesday 16 July 2013.

### **Voting electronically by proxy**

Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so through the Equiniti website, [www.sharevote.co.uk](http://www.sharevote.co.uk), where full instructions on the procedure are given. The Reference Number, Card ID and Account number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk/myportfolio](http://www.shareview.co.uk/myportfolio) and clicking on 'Company Meetings'.

A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00am on 16 July 2013. Please note that any electronic communication found to contain a computer virus will not be accepted.

You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

### **Indirect Investors**

Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member 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 those paragraphs can only be exercised by shareholders of the Company.

### **CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 18 July 2013 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting.

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 the issuer's agent 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 there are no 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 regard, 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.

## **Corporate Representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

## **Information available on Land Securities Group PLC Corporate Website**

Under section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report 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 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website. The 2013 Annual Report and Notice of Meeting are now available on our website, [www.landsecurities.com/investors](http://www.landsecurities.com/investors). This notification of availability on our website is not a substitute for reading the 2013 Annual Report itself.

## **Total voting rights**

As at 3 June 2013 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 793,745,846 ordinary shares carrying one vote each, including 10,495,131 shares held in Treasury. Therefore the total voting rights in the Company as at 3 June 2013 were 783,250,715.

## **Documents available for inspection**

Copies of the executive directors' service contracts and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during normal business hours from the date of this notice and will be available at the place of the meeting from 10.45am until its conclusion.

A copy of this notice, and other information required by section 311A of the 2006 Act, can be found at [www.landsecurities.com](http://www.landsecurities.com).

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