

NOTICE OF 2009 ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your Friends Provident plc shares, please send this and the accompanying documents at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in Friends Provident plc shares, you should retain this document and consult the bank, stockbroker or agent through whom the sale or transfer was effected.

Dear shareholder

I am pleased to send you details of the Annual General Meeting (AGM) of Friends Provident plc (the Company) to be held on Thursday 21 May 2009 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE. The AGM will start at 11.00 am and you are welcome to join us from 10.00 am, when refreshments will be served. You will also have the opportunity to meet the directors before the AGM.

The business we shall consider at the AGM

Resolutions 1 to 12 are standard matters that are dealt with at every AGM.

Resolutions 13 to 15 are likely to be AGM items every year as they enable us to take advantage of business opportunities as they arise.

Resolution 16 will mean that the Company will continue to be able to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

Resolution 17 will allow the Company to reflect in its Articles of Association changes that have been introduced under the Companies Act 2006.

The directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders and they will be voting in favour of the proposed resolutions in respect of their own shareholdings in the Company. They recommend that you also vote in favour of the proposed resolutions. The formal Notice, starting on the next page, explains each proposed resolution.

What to do next

All shareholders have the opportunity to vote. If you are unable to attend the AGM, you may either cast your proxy vote online or return the enclosed Form of Proxy or Form of Direction by post. Instructions on voting and appointing a proxy to vote on your behalf are set out in section 3 (Important information about the AGM and voting). Please follow them carefully. If you vote online or by post, you can still come to the AGM and vote in person. The poll results will also be published on our website after the meeting at www.friendsprovident.com/agma

How we communicate with you

We try to use the AGM and the correspondence concerning the AGM to keep our shareholders informed of the progress of the Company. At the AGM, you will have the opportunity to ask any questions relevant to your shareholding. While the AGM is not the appropriate forum for questions specific to your own insurance or pension policy with Friends Provident, some of our senior customer services staff will be available to deal with any such queries.

Thank you for your continued support for the Company and I look forward to welcoming you to the AGM.



Yours faithfully
Sir Adrian Montague
Chairman
Friends Provident plc



FRIENDS PROVIDENT

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We are holding our AGM on Thursday 21 May 2009 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE. The meeting will start at 11.00 am.

The following resolutions 1 to 13 will be proposed as ordinary resolutions. For these resolutions to be passed, more than 50% of votes cast must be in favour.

Directors' Report and Accounts

1. To receive the Directors' Report and Accounts for the year ended 31 December 2008 and the independent auditor's report on those accounts.

The directors usually present their Report and Accounts for the previous year to shareholders at an AGM. A copy of either the Annual Reports & Accounts Summary or the full Directors' Report and Accounts is enclosed with this Notice. Any shareholder who has not chosen to receive the full Directors' Report and Accounts may access it on our website at www.friends Provident.com/reports

Dividend

2. In lieu of a final dividend of 2.6 pence per existing Friends Provident plc ordinary share, to approve the proposal that Friends Provident Group plc should pay a dividend equivalent to 2.6 pence per existing Friends Provident plc ordinary share as soon as reasonably practicable following the admission to listing of Friends Provident Group plc and its establishment as the new holding company for the Group.

As previously announced, the directors continue to believe that it is in the interests of shareholders to maintain and pursue the Group's existing dividend policy.

However, while the Group has sufficient cash to support a final dividend of 2.6 pence per share for the year ended 31 December 2008, the impact of the proposed demerger (and related impairment) of F&C Asset Management plc (F&C) on the distributable reserves of Friends Provident plc means that the distributable profits shown in the individual company accounts for Friends Provident plc are insufficient to enable it to declare the final dividend. This is purely a technical legal and accounting matter. Having considered these factors, the directors believe that the establishment of a new holding company for the Group is the most suitable and effective way to provide greater flexibility in the capital structure of the Group, effect the demerger of F&C and provide sufficient distributable reserves to enable payment of a final dividend for 2008. It is proposed that the new holding company will be named Friends Provident Group plc and that it will be established as the new holding company of the Group by way of a scheme of arrangement of Friends Provident plc, to be considered by shareholders at meetings to be held immediately after this meeting.

While ordinary shareholders will only become shareholders of Friends Provident Group plc if they approve the establishment of that company as the new holding company for the Group, and any dividend paid by Friends Provident Group plc must be resolved upon by the directors of Friends Provident Group plc, the above resolution is intended to provide ordinary shareholders with the opportunity to express their views on the payment of any dividend for 2008 which may be determined upon by the directors of Friends Provident Group plc in the same way as usual. This resolution does not constitute a declaration of a dividend by either Friends Provident plc or Friends Provident Group plc in accordance with their respective Articles of Association and relevant company law.

Election of directors

3. To elect David Rough, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.
4. To elect Trevor Matthews, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.
5. To elect Robin Phipps, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.
6. To elect Rodger Hughes, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.
7. To elect Evelyn Bourke, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.

Our Articles of Association require that any director appointed by the Board since the last AGM must stand for election at the next AGM. David Rough was appointed as a director on 9 June 2008, Trevor Matthews was appointed as a director on 30 July 2008 and Robin Phipps was appointed as a director on 3 November 2008. In addition, Rodger Hughes and Evelyn Bourke will be appointed as directors with effect from 31 March 2009 and 1 May 2009 respectively, subject to regulatory approval from the Financial Services Authority. These directors now stand for election by shareholders.

Information about the directors as at the date of the Report and Accounts is set out on pages 50 and 51 of the Directors' Report and Accounts and on pages 10 and 11 of the Annual Reports & Accounts Summary. Information on Rodger Hughes and Evelyn Bourke is set out below. The Board believes this information is sufficient to enable shareholders to make an informed decision on those directors who stand for election and re-election.

Rodger Hughes (60) is a Chartered Accountant who was a partner at PricewaterhouseCoopers for 25 years and spent 37 years at the firm before he retired in 2007. From 2002 to 2006 he was managing partner, clients and markets and from 1995 to 2002 he was leader, assurance and business advisory services. He has had extensive experience advising a wide range of clients on business issues and had extensive financial services experience earlier in his career.

Rodger Hughes is senior non-executive director and chairman of the audit committee at Chime Communications plc, non-executive board member and chair of the audit committee at Simmons & Simmons, and member, steering board and chairman of the audit committee at Companies House.

Evelyn Bourke (44) will join the Board as Chief Financial Officer on 1 May 2009. She joins from Standard Life UK Financial Services where she was the Finance Director. Evelyn Bourke, a qualified actuary, has a strong track record and significant experience in financial services having held senior roles with Standard Life, Chase de Vere Investments plc and Tillinghast-Towers Perrin.

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Re-election of directors who are retiring under our Articles of Association

8. To re-elect Sir Adrian Montague as a director of Friends Provident plc.
9. To re-elect Sir Mervyn Pedelty as a director of Friends Provident plc.

Our Articles of Association require a third of our directors to retire in turn at each AGM. This does not include directors appointed to the Board since the last AGM. Sir Adrian Montague and Sir Mervyn Pedelty have been directors for the longest period of time since they were last elected by shareholders. The Board is satisfied that, as non-executive directors seeking re-election, Sir Adrian Montague and Sir Mervyn Pedelty each continues to perform effectively and demonstrates commitment to their role, including commitment of time for Board and committee meetings and their other duties. In addition, the Nomination Committee has recommended to the Board their re-election. These directors have confirmed they will stand for re-election.

Directors' report on remuneration

10. To approve the directors' report on remuneration for the year ended 31 December 2008.

The directors' report on remuneration includes (a) our policy on directors' remuneration (b) a table containing details of the directors' emoluments and (c) a line graph that shows total shareholder return (TSR) over the five-year period ended 31 December 2008. The line graph must by law compare our TSR for this five-year period with a hypothetical holding of shares of the same kinds and number as those by reference to which a broad equity market index is calculated. We have used the FTSE 100 and the FTSE All Share Life Insurance indices, as the Company is a member of those indices.

The directors' report on remuneration is set out in full on pages 66 to 74 of the Directors' Report and Accounts. The Annual Reports & Accounts Summary contains a summary of those matters referred to at (a) to (c) above. Any shareholder who has not chosen to receive the full Directors' Report and Accounts may access the full directors' report on remuneration on our website at www.friendsprovident.com/reports

This resolution is an advisory vote, as permitted by law, and no entitlement to remuneration is made conditional on the resolution being passed.

The auditor

11. To re-appoint KPMG Audit Plc as our auditor until next year's AGM.

Shareholders have to appoint an auditor at every general meeting at which we present accounts to shareholders. On the recommendation of the Audit and Compliance Committee, the Board recommends that shareholders re-appoint KPMG Audit Plc as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before shareholders.

Paying the auditor

12. To authorise the directors to set the fees we pay to the auditor.

It is normal practice for a company's directors to be authorised to agree the auditor's fees.

Authority to allot shares

13. To authorise the directors generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 (the 1985 Act) to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal amount of fifteen million, eight hundred and eighty-eight thousand, one hundred and ninety-one pounds and seventy pence (£15,888,191.70), such authority to apply in substitution for all previous authorities pursuant to section 80 of the 1985 Act and to expire at the end of the next Annual General Meeting or on 21 August 2010, whichever is the earlier but, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

It is standard practice for most major public companies to renew the directors' authority to allot shares at each AGM both to re-affirm shareholders' approval and to reflect changes in issued share capital since the last such resolution which, in our case, was passed at the AGM held on 22 May 2008. The maximum nominal value of relevant securities that the directors will have authority to allot if this resolution is approved at the AGM is £15,888,191.70, which is equal to the total un-issued ordinary share capital and represents 6.83% of the total issued ordinary share capital of the Company excluding treasury shares as at 26 March 2009. The number of treasury shares held by the Company as at 26 March 2009 is 15,908,046, which represents 0.68% of the total issued ordinary share capital of the Company as at 26 March 2009 excluding treasury shares.

During 2008, 889,876 treasury shares were used to fulfil obligations under the All-Employee HM Revenue & Customs Approved ShareSave Scheme, the All-Employee Share Incentive Plan, the Executive Share Option Scheme, the Deferred Share Plan and the Long-Term Incentive Plan. In the period from 1 January 2009 to 26 March 2009, a further 1,326,362 treasury shares have been used for these purposes.

There are no present plans to allot new shares other than in connection with the proposed insertion of Friends Provident Group plc as a new holding company of the Company. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place in appropriate circumstances.

This authority, unless renewed, will lapse at the end of the next Annual General Meeting or on 21 August 2010, whichever is the earlier.

The following resolutions 14 to 17 inclusive will be proposed as special resolutions. To pass these resolutions, at least 75% of votes cast must be in favour.

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Authority for Friends Provident plc to disapply pre-emption rights

14. To empower the directors (including a duly authorised committee of the Board), pursuant to section 95 of the 1985 Act, to allot equity securities within the meaning of section 94(2) of the 1985 Act for cash pursuant to the authority conferred by resolution 13 above or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held on any such record date(s), or deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any matter whatever; and
 - (b) the allotment (otherwise than pursuant to subparagraph (a) above) to any person or persons of equity securities up to an aggregate nominal amount equal to eleven million, seven hundred and five thousand, five hundred and ninety pounds and forty-two pence (£11,705,590.42); and shall expire at the end of the next AGM of the Company or on 21 August 2010, whichever shall be the earlier, such authority being in substitution for any existing authority to allot relevant securities of the Company as aforesaid, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

If shares are to be allotted for cash, section 89 of the 1985 Act requires that those shares be offered first to existing shareholders in proportion to the number of shares they hold at the time of the offer. However, it may sometimes be in the interests of the Company for the directors to allot shares other than to shareholders in proportion to their existing holdings. This resolution allows the directors to do so other than in strict accordance with the statutory provisions concerning pre-emption rights in the case of rights issues, open offers and similar pro rata issues and also in respect of the exercise of share options held by employees. The resolution also allows the directors to allot shares for cash for any purpose up to a nominal value of £11,705,590.42 which is 5% of the nominal value of our total issued ordinary share capital as at 26 March 2009.

If a share issue is not a rights issue or similar pro rata issue, the proportionate interest of existing shareholders could not, without their agreement, be reduced by more than 5% by the issue of new shares for cash to new shareholders by reference to the total issued share capital as at 26 March 2009. 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 any way more than 7.5% of the share capital in any rolling three-year period.

This authority will last until the next AGM or 21 August 2010, whichever is the earlier.

Authority for Friends Provident plc to buy back its own ordinary shares

15. To authorise the Company generally and unconditionally for the purpose of section 166 of the 1985 Act to make market purchases (within the meaning of section 163(3) of the 1985 Act) of ordinary shares of 10p each of the Company provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 232,521,004;
 - (b) the minimum price which may be paid for any such share is 10 pence;
 - (c) the maximum price which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased;
 - (d) the authority hereby conferred shall expire at the end of the next Annual General Meeting or on 21 August 2010, whichever is the earlier; and
 - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

The effect of this resolution is to renew the authority granted to the Company to purchase its own shares, up to a maximum of 232,521,004 shares, until the Annual General Meeting in 2010 or 21 August 2010, whichever is the earlier. This represents 10% of the shares in issue as at 26 March 2009 (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, which reflect the requirements of the Listing Rules.

Pursuant to the Companies Act 1985 (as amended), the Company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors believe that it is desirable for the Company to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future,

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and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Shares will only be repurchased if the directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

If any shares repurchased by the Company are held in treasury and used for the purpose of its employee share schemes, the Company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

As at 26 March 2009 (being the latest practicable date prior to the publication of this Notice), there were 30,041,469 outstanding options granted under all share option schemes operated by the Company, which, if exercised would represent 1.29% of the issued ordinary share capital of the Company (excluding any shares held in treasury). If this authority were exercised in full, that percentage would increase to 1.44%.

This resolution follows investor protection guidelines that are more restrictive than both the 1985 Act and applicable regulation. We are committed to managing our capital effectively and keep under review the possibility of buying back our shares. There is no current intention to exercise this authority.

This authority will last until the end of the next Annual General Meeting or 21 August 2010, whichever is the earlier.

Notice of general meetings

16. To permit the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice.

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The Regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days unless certain requirements are satisfied. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 16 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive in order to be able to call a general meeting on 14 clear days' notice.

Amendments to the Company's Articles of Association

17. To amend the Articles of Association of the Company:
- by deleting, with effect from 00.01 am on 1 October 2009, all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association;
 - by removing, with effect from 00.01 am on 1 October 2009, any limit previously imposed on the Company's authorised share capital whether by the Company's Memorandum or Articles of Association or by resolution in general meeting; and
 - by inserting, with effect from 00.01 am on 1 October 2009, a new Article 3 the text of which is as follows "The liability of each member is limited to the amount, if any, for the time being unpaid on the shares held by that member.", renumbering all subsequent Articles and updating all cross-references as necessary.

The changes to the Companies Act 2006 being implemented on 1 October 2009 abolish the requirement for a company to have an authorised share capital or an objects clause and the changes to the Articles of Association that would be implemented by resolution 17 reflect this. The directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes. As the relevant provisions of the Companies Act 2006 do not come into force until 1 October 2009, the proposed changes to be implemented by resolution 17 will only become effective on 1 October 2009.

By order of the Board

Gordon Ellis

Company Secretary
Friends Provident plc
26 March 2009

Registered Office:
Pixham End, Dorking, Surrey RH4 1QA
Registered in England and Wales Number: 4113107

SECTION 3

IMPORTANT INFORMATION ABOUT THE AGM AND VOTING

ATTENDING THE AGM

Entitlement to attend and vote at the AGM

To be entitled to attend, speak and vote at the AGM or any adjournment of it (and for the purpose of the determination of the number of votes cast), your name must be entered on the register of members of Friends Provident plc (and in the case of Friends Provident Share Account holders, through the registered holder, Equiniti Corporate Nominees Limited, who hold shares on your behalf) at 6.00 pm on 19 May 2009 or, if the meeting is adjourned, at 6.00 pm on the date which is two days prior to any adjournment.

What you should do if you wish to attend the AGM

If you hold a certificate for your shares, you do not need to tell us that you will be attending the AGM. However, if you hold your shares in the Friends Provident Share Account, you should complete and return the bottom section of the Form of Direction as indicated.

If you come to the AGM, please bring with you the admission slip attached to the enclosed Form of Proxy or Form of Direction.

Shareholders should note that the doors to the AGM will be open at 10.00 am.

Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the meeting hall.

APPOINTING SOMEONE TO ATTEND AND VOTE ON YOUR BEHALF

SHAREHOLDERS WHO HOLD A CERTIFICATE FOR THEIR SHARES

You may appoint someone as your proxy to attend, speak and cast your vote at the AGM according to your instructions. You can appoint a proxy online or by returning the Form of Proxy along with any authority under which it is executed (or a copy of the authority certified notarially). The Form of Proxy must be executed by or on your behalf. A corporation may execute the Form of Proxy either under its common seal or under the hand of a duly authorised officer.

The appointment of a proxy shall, unless the contrary is stated on it, be as valid for any adjournment of a meeting as it is for the meeting to which it relates.

Who to appoint as a proxy

A proxy does not have to be a shareholder of Friends Provident. Your proxy could be the Chairman, another director of Friends Provident or someone you know personally who has agreed to attend and represent you. Your proxy will vote as you instruct and must attend the AGM for your vote to be counted. If you appoint a proxy or proxies, you may still attend and vote at the AGM.

Multiple proxies

As a registered shareholder, you are entitled to appoint a proxy in respect of some or all of your shares. You are also entitled to appoint more than one proxy. A space has been included on the Form of Proxy to allow you to specify the number of shares in respect of which that proxy is appointed. The principles applied to multiple proxy voting instructions are detailed below.

If you wish to appoint more than one proxy in respect of your shareholding, you should contact Equiniti on 0871 384 2056 for further Forms of Proxy, or photocopy the Form of Proxy as required.

The following principles shall apply in relation to the appointment of multiple proxies:

- (a) The Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible.
- (b) Where a proxy does not state the number of shares to which it applies (a blank proxy) then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (the member's entire holding). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a specific proxy), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
- (c) Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.
- (d) When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as having been sent and received at the same time, to minimise the number of conflicting proxies.
- (e) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
- (f) Where the aggregate number of shares in respect of which proxies are appointed exceeds a member's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata.
- (g) Where the application of paragraph (f) above gives rise to fractions of shares, such fractions will be rounded down.
- (h) If a member appoints a proxy or proxies and then decides to attend the AGM in person and vote using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, then all

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proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.

- (i) In relation to paragraph (h) above, in the event that a member does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the member in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

FRIENDS PROVIDENT SHARE ACCOUNT HOLDERS

You may appoint Equiniti Corporate Nominees Limited to attend the AGM and cast your vote according to your instructions. You can make this appointment online or using the Form of Direction.

ALL SHAREHOLDERS WHO EITHER HOLD A CERTIFICATE FOR THEIR SHARES OR ARE A FRIENDS PROVIDENT SHARE ACCOUNT HOLDER How to instruct your proxy or Equiniti Corporate Nominees Limited

You can vote 'For' or 'Against' the resolutions. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. 'Vote withheld' will not be counted in the calculation of the votes 'For' and 'Against' the resolution. If you select the 'Discretionary' option or do not select any of the given options, your proxy(ies) (or in the case of Friends Provident Share Account holders, Equiniti Corporate Nominees Limited) can vote as they choose.

You must either appoint your proxy online or return your Form of Proxy or Form of Direction before 11.00 am on 19 May 2009.

CORPORATE SHAREHOLDERS

Corporate representatives

In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or so withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, the first corporate representative of the corporate shareholder will be appointed as the designated corporate representative, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

REGISTERED SHAREHOLDERS HOLDING SHARES THROUGH CREST

Electronic appointment of proxies by registered shareholders holding shares through CREST

Registered shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the AGM and any adjournment by using the CREST electronic proxy appointment service may do so by following 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, 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 by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Registrar (ID RA19), by 11.00 am on 19 May 2009. 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 Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear 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 sponsor or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical implications of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertified Securities Regulations 2001.

SECTION 3

IMPORTANT INFORMATION ABOUT THE AGM AND VOTING

FURTHER INFORMATION

Rights of nominated persons

Please note that if you are an indirect investor and have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 by a person who holds shares on your behalf (the registered shareholder), you do not have the right to appoint a proxy. However, you may have a right under an agreement with the registered shareholder to be appointed (or to have somebody else appointed) as proxy. Alternatively, if you do not have such right, or do not wish to exercise it, you may have a right under such an agreement to give instructions to the registered shareholder as to the exercise of such voting rights.

Total voting rights

As at 26 March 2009, the last practicable date before the publication of this Notice, the Company's issued share capital consists of 2,341,118,083 ordinary shares of 10p each, of which 15,908,046 are treasury shares. Accordingly, the Company's capital as at that date consists of 2,325,210,037 ordinary shares with voting rights, each of which carries one vote on a poll. Therefore the total number of votes exercisable as at 26 March 2009 is 2,325,210,037.

Important dates

Annual General Meeting	21 May 2009
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We announce our half-year results to 30 June 2009	11 August 2009
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Documents you can look at

You can look at copies of the existing and proposed new Articles of Association of the Company, the executive directors' service contracts and the non-executive directors' letters of appointment during normal business hours (from 9.00 am to 5.00 pm on weekdays) at our registered office at Pixham End, Dorking, Surrey RH4 1QA. You can also inspect these documents at the AGM from 10.00 am until the close of the meeting.

Documents available on the internet

You can download and view the Directors' Report and Accounts, the Annual Reports & Accounts Summary, the directors' report on remuneration, the Corporate Responsibility Report and Notice of the AGM, for this year and previous years at www.friendsprovident.com/reports

If you prefer to download future versions of the Directors' Report and Accounts or the Annual Reports & Accounts Summary rather than receive it through the post, simply sign up for Shareholder Online Services at www.friendsprovident.com/signup and in future years, we will send you an email to let you know when these documents are available on our website.

Any questions?

If you have queries or need help, the person to contact for answers will depend on the nature of your question:

- For help about how to vote online or complete your Form of Proxy or Form of Direction, please telephone Equiniti on 0871 384 2056 (if you are telephoning from outside the UK, please telephone +44 121 415 7109).
- For help about the proposed AGM resolutions, please telephone Friends Provident on 0845 600 5131 (if you are telephoning from outside the UK, please telephone +44 1392 842603).
- If you have a question relating to your insurance or pension policy with Friends Provident, please telephone the Friends Provident customer services helpline on 0845 602 9199.

You may not use any electronic address provided in this Notice of AGM to communicate with the Company or Equiniti for any purposes other than those expressly stated.



FRIENDS PROVIDENT

www.friendsprovident.com



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