

Notice of Annual General Meeting 2007

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you have any doubt about the action you should take, it is recommended that you consult your stockbroker or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your Friends Provident plc shares, please send this document and the accompanying documents 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 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 24 May 2007 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE. The AGM will start at 11 am and you are welcome to join us from 10 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 11 are standard matters that are dealt with at every AGM. Resolutions 12 to 14 are resolutions that shareholders passed at last year's AGM and are likely to be AGM items every year as they enable us to take advantage of business opportunities as they arise. Resolution 15 will allow the Company to take advantage of the new regime for electronic communications with shareholders and reflect in our Articles of Association other changes which have been introduced under the Companies Act 2006 (2006 Act).

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 vote online or return the

enclosed Personalised Voting Form 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 appoint a proxy, you can still come to the AGM and vote yourself. Details of proxy votes received will be given at the AGM after each vote is taken on a show of hands and they will also be published on our website – www.friendsprovident.com/agm

How we communicate with you

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 at the AGM to deal with any such queries. We try to use the AGM and the correspondence concerning the AGM to keep our shareholders informed of the progress of the Company. For those who cannot attend, the voting results will be published on our website www.friendsprovident.com/agm

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

Notice of meeting

We are holding our AGM on Thursday 24 May 2007 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE. The meeting will start at 11 am.

The following resolutions 1 to 12 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 2006 and the independent auditor's report on those accounts.

The directors usually present their Report and the Accounts for the previous year to shareholders at an AGM. With this Notice, you will receive either the Friends Annual Review including the Summary Financial Statements or the full Directors' Report and Accounts, as you have chosen. Any shareholder who has not chosen to receive the full Directors' Report and Accounts may access it on our website www.friendsprovident.com/reports

Dividend

2. To declare a final dividend of 5.2 pence for each ordinary share.

Shareholders must approve the final dividend payable for each ordinary share held. The final dividend recommended by the directors and proposed in this resolution is 5.2 pence for each ordinary share and is in addition to the interim dividend of 2.65 pence for each ordinary share that was paid on 24 November 2006, making a total of 7.85 pence for the year for each ordinary share held.

Election of directors

3. To elect Sir Mervyn Pedelty, a director appointed by the Board since the last AGM, as a director of Friends Provident plc.

4. To elect Jim Smart, 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. Sir Mervyn Pedelty and Jim Smart were appointed as directors on 1 October 2006 and 1 January 2007 respectively and they now stand for election by shareholders. Information about all the directors is set out on pages 44 and 45 of the Directors' Report and Accounts and on pages 10 and 11 of the Friends Annual Review and the Board believes this is sufficient to enable shareholders to make an informed decision on those directors who stand for election and re-election.

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

5. To re-elect Ray King as a director of Friends Provident plc.
6. To re-elect Sir Adrian Montague as a director of Friends Provident plc.

7. To re-elect Philip Moore 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. Ray King, Sir Adrian Montague and Philip Moore have been directors for the longest period of time since they were last elected by shareholders and the Nomination Committee has recommended to the Board their re-election. These directors have confirmed they will stand for re-election.

Re-election of Lady Judge

8. To re-elect Lady Judge as a director of Friends Provident plc.

Lady Judge was re-elected as an independent director at last year's AGM and, in accordance with the requirements of the Combined Code for directors who have served more than nine years since first being elected, submits to annual re-election by shareholders.

Lady Judge was first elected to the Board of Friends' Provident Life Office, a mutual life assurance company, on 25 May 1994 and to the Board of Friends Provident plc on 5 June 2001. The Board is satisfied that Lady Judge is independent in character and judgment and that there are no relationships or circumstances that are likely to, or could appear to, affect her judgment. Her other roles as Deputy Chairman of the Financial Reporting Council and Chairman of the Professional Standards Advisory Board of the Institute of Directors inform her contributions to board debates on governance issues and complement her role as the senior independent director. The Board is satisfied that, as a non-executive director seeking re-election, Lady Judge continues to perform effectively and demonstrates commitment to her role, including commitment of time for Board and committee meetings and her other duties.

Directors' Report on remuneration

9. To approve the Directors' Report on remuneration for the year ended 31 December 2006.

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 2006. 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 as that index because the comparative performance criterion for the Company's Executive Share Option Scheme is against the TSR of other companies in the FTSE 100 Index at the date of each grant.

The Directors' Report on remuneration is set out in full on pages 60 to 69 of the Directors' Report and Accounts. The Friends Annual Review 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 www.friendsprovident.com/reports

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

The auditor

10. 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 to the Company until the conclusion of the next general meeting at which accounts are laid before shareholders.

Paying the auditor

11. 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

12. To authorise the directors (including a duly authorised committee of the Board) generally and unconditionally, pursuant to Section 80 of the Companies Act 1985 (the 1985 Act), to exercise all the powers of Friends Provident

plc to allot relevant securities (as defined in the said Section 80(2) of the 1985 Act) up to an aggregate nominal amount of seventy million five hundred and fifty-eight thousand two hundred and eight pounds and ninety-three pence (£70,558,208.93) provided that this authority, unless renewed, shall expire on the fifth anniversary of the passing of this resolution, such authority being in substitution for any existing authority to allot relevant securities of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and that this resolution shall cancel and replace all unexercised authorities to allot relevant securities.

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 25 May 2006. The new authority, which includes conversion rights into ordinary shares, is based on the nominal value (at 10p per share) of our issued share capital (excluding treasury shares) as at 19 March 2007 of £211,674,626.80. Last year's equivalent resolutions allowed us to transfer 17,708,980 treasury shares 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 Long Term Incentive Plan and the Deferred Share Plan. The maximum amount of relevant securities that the directors will have authority to allot if this resolution is approved at the AGM is £70,558,208.93, which is one third of the nominal value (at 10p per share) of our total issued ordinary share capital as at 19 March 2007, excluding treasury shares. The directors have no present intention of exercising this authority except to satisfy (1) the exercise of options under our two all-employee share schemes and awards under the Deferred Share Plan, (2) any conversion rights exercised by holders of £290 million 5.25% convertible bonds (due 2007) under the issue dated 11 December 2002, (3) the exercise of options or awards under our Share Option Scheme and Long Term Incentive Plan, provided the Remuneration Committee (which comprises only independent directors) so recommends and (4) any obligation to pay deferred consideration in respect of our agreement to acquire Lombard International Assurance S.A.

This authority, unless renewed, will lapse on 24 May 2012.

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The following resolutions 13 to 15 will be proposed as special resolutions. To pass these resolutions, at least 75% of votes cast must be in favour.

Authority for Friends Provident plc to disapply pre-emption rights

13. 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 12 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 ten million five hundred and eighty-three thousand seven hundred and thirty-one pounds and thirty-four pence (£10,583,731.34); and shall expire on the first anniversary of this resolution or the date of the next AGM of the Company, whichever shall be the later, 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 any purpose (once these shares are allotted for cash only) up to a nominal value of £10,583,731.34 which is 5% of the issued ordinary share capital as at 19 March 2007 excluding treasury shares.

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 issued share capital as at 19 March 2007. It is not intended, without prior consultation with the Investment Committees of the Association of the 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.

The operation of the pre-emption rights set out in the 1985 Act only apply in relation to issues of shares (or conversion rights into shares) for cash consideration. As is customary, these rights were disapplied at the last AGM for potential issues up to an amount representing 5% of the Company's total issued share capital as at 10 April 2006.

This authority will last until 24 May 2008 or, if later, the next AGM.

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

14. To authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 163(3) of the 1985 Act) of ordinary shares of 10 pence each of the Company provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 211,674,626;
- (b) the minimum price which may be paid for any such share is 10 pence;

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- (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 on the first anniversary of the passing of this resolution or the date of the next AGM of the Company, whichever shall be the later; 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 maximum number of shares we can purchase is 211,674,626 ordinary shares which is 10% of the issued share capital as at 19 March 2007, excluding treasury shares. 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. We will only do this if the directors believe that it would increase earnings per share and would be in the best interests of shareholders generally, or, in the case of the creation of treasury shares, that to do so would be in the best interests of shareholders generally. There is no current intention of exercising this authority.

Adopting new Articles of Association of Friends Provident plc

15. To adopt new Articles of Association as set out in the form produced to the meeting, and initialled by the Chairman for the purposes of identification in substitution for and to the exclusion of all existing Articles of Association of the Company.

The Company proposes to adopt new Articles of Association. These incorporate amendments to the current Articles of Association to reflect certain provisions of the 2006 Act which came into effect in January 2007 and April 2007. As the Government intends to bring into force the provisions of the 2006 Act in various stages between January 2007 and October 2008, it is anticipated that shareholders may be asked to approve further changes to our Articles of Association during the course of the next two AGMs.

The principal changes relate to electronic communications with shareholders. The provisions of the 1985 Act which allowed companies to communicate with their shareholders electronically have been repealed and replaced by provisions

in the 2006 Act. These provisions which operate in a different way and use different definitions will be reflected in the amendments to our Articles of Association. The new Articles of Association will also permit the Company to use electronic communications for all notices, documents and information to be sent to shareholders, in accordance with individual shareholder preference.

In addition, the new Articles of Association will reflect a key change introduced by the 2006 Act, which is to enable companies to use website communication with shareholders as the default position. The Company will be able to ask each individual shareholder for their consent to receive communications from the Company via the Company's website. If the shareholder does not respond to such a request within 28 days, the Company may take that as consent to receive communications in this way. When the Company makes a document available on its website, it must notify each shareholder who has consented to receive documents via the website that the document has been made available on the website. A shareholder who has received a document electronically can ask for a hard copy of any document at any time and shareholders can also revoke their consent to receive electronic communications at any time. This new regime, while continuing to ensure that shareholders are able to receive communications and documents in hard copy if that is their preference, will enable the Company to take advantage of the efficiencies and cost savings inherent in electronic communications to a greater extent than is currently possible.

Further details of the changes are set out in the Appendix to this Notice. A copy of the current and the new Articles of Association that reflect the above changes are available for inspection as stated in section 3 on page 8.

On behalf of the Board



Gordon Ellis
Company Secretary

Friends Provident plc
19 March 2007

Registered Office:
Pixham End, Dorking, Surrey, RH4 1QA
Registered Number: 4113107

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Appendix to Resolution 15

Summary of changes to the Articles of Association

The new Articles of Association that are proposed to be adopted at the AGM by Resolution 15 reflect certain provisions of the Companies Act 2006 (the 2006 Act) which have been brought into force.

Set out below is a summary of the main differences between the current and the proposed new Articles of Association. This summary has been prepared in order to assist shareholders in understanding the rationale for and substance of the proposed amendments. Although the new Articles of Association are substantially unchanged from our current Articles of Association, it was felt preferable to adopt new Articles of Association rather than merely propose amendments as this allows for the form of Resolution 15 to be more straightforward. The number identifying each Article, unless otherwise indicated, corresponds to the numbering used in our current Articles of Association.

1. Notice of general meetings (Articles 47 and 48)

The 2006 Act provides that when a company has given an electronic address in a notice of meeting or proxy, a company is treated as having accepted that communications in relation to that meeting or proxy can be sent to that electronic address. Article 47 is amended to allow the Company to send such notices subject to conditions or limitations which may be contained in the notice itself.

The amendments to Article 48 deal with situations where, because of a postal strike or similar situation beyond the control of the Company, the Company is unable to send out hard copies of the notice of meeting or the notification that the notice of meeting has been placed on its website. Article 48 will ensure that such failure to give notice does not invalidate the proceedings of the meeting.

2. Electronic proxies (Articles 71, 72, 73 and 75)

Article 71 is amended to enable the Company to receive appointments of proxies in electronic form subject to the conditions or limitations which are specified in the notice of meeting. Articles 72, 73 and 75 in relation to the receipt of proxies are amended to bring them in line with the language used under the 2006 Act.

3. Sending of notices, documents and information (Articles 129 and 130)

Article 129 is amended to provide that any notice which is sent or given electronically or made available on a website by the Company is considered to be 'in writing'. Article 130 will provide the Company a general power to send or give any notice, document or information to any member by a variety of methods such as in person, by post or in electronic form (such as by email), or by making it available on the Company's website depending on the individual member's preference.

If the Company gives any notice, or sends any document or information to its members by making it available on the Company's website, it must comply with the requirements under Article 130(2). The Company will be able to ask each individual member for his or her consent to receive communications from the Company via its website. If the member does not respond to the request for consent within 28 days, the Company may take that as consent by the member to receive communications in this way. When the Company makes a document available on its website, it must notify each member who has consented (or is deemed to have consented) to receive documents via the website, either by post or by email (if the member has specifically agreed to receive communications electronically), that the document has been made available on the website. A member who has received a document electronically can request a hard copy of any document at any time. Members can also revoke their consent to receive electronic communications at any time.

In relation to joint holders of shares, Article 130(3) provides that the agreement of the first-named holder on the register of members to accept notices, documents or information electronically or via a website will be binding on the other joint holders.

Articles 130(4) and 130(6) cater for situations where the provision of corporate information by electronic means may amount to a breach of securities laws of another jurisdiction.

4. Provisions about notices and deemed delivery (Articles 134, 135, 136, 137 and new Article 138)

Article 134 is being amended to allow for any notice, document or information, other than a notice of a general meeting, to be given by advertisement in at least one national daily newspaper published in the UK.

Article 135 sets out when notices, documents or information given or sent by the Company to its members are deemed to be delivered. Article 136 governs the manner in which the Company gives notices to a person entitled to a share as a result of the death or bankruptcy of a member and is amended to cover both documents and information.

Article 137 is amended to deal with notices, documents or information given or sent by the Company to a member which have been returned undelivered after three consecutive occasions. The member will only be entitled to receive further communications upon provision of a new postal or electronic address to the Company.

New Article 138 is inserted to deal with the validation of documents in electronic form by members where required by the Articles of Association.

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, Lloyds TSB Registrars Corporate Nominee Limited who hold shares on your behalf) at 6 pm on 22 May 2007 (or the date which is two days prior to any adjournment).

What you need to bring

If you come to the AGM, please bring with you the admission slip attached to the enclosed Personalised Voting Form.

How to ask the Chairman a question at the AGM

The AGM, and this information about it, is 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.

If you want to ask a question at the AGM, we recommend you send your question beforehand to: The Secretary, Friends Provident plc, Pixham End, Dorking, Surrey, RH4 1QA. This will help us to make sure that we can answer your question as fully as possible at the AGM. You may still ask questions that have not been submitted in advance of the AGM. If you cannot come to the AGM but would like a written answer to your question, please write to the Secretary with your question.

Questions about your individual insurance or pension policies are inappropriate for the AGM. If you have a question about a policy with Friends Provident, senior customer services staff will be available to assist you both before and after the AGM. Staff from our share registrar, Lloyds TSB Registrars, will also be available to answer any queries on your shareholding that you may have.

IF YOU CANNOT ATTEND THE AGM

Appointing a proxy to vote for you

If you are unable to attend the AGM, you may appoint someone as your proxy to attend the AGM and cast your vote according to your instructions. You can appoint a proxy by voting online or using the Personalised Voting Form as described below. Please read the following instructions carefully.

Who to appoint as a proxy

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

How to instruct your proxy

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 or the proportion 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 can vote as he or she chooses.

You must either vote online or return your Personalised Voting Form before 11 am on 22 May 2007.

Voting online

- Log on to www.friendsprovident.com/agm
- Enter your personal Account Number, Card ID and Reference Number printed on your Personalised Voting Form or, if you are already registered for Shareholder Online Services, your access number and password.
- Enter the name of your proxy or tick the box to appoint the Chairman.
- Enter your voting instructions for each resolution in the boxes provided or use the 'Select all' function.
- Check your voting instructions, then press 'Go'.

Completing the Personalised Voting Form

- Enter the name of your proxy in the box provided.
- Enter your voting instructions for each resolution in the boxes provided.
- Sign and date the form. If you are appointing a proxy for a company, the form must be executed as a deed by a director or officer authorised to sign on behalf of the company. If more than one joint shareholder votes on a shareholding, we will only accept the vote of the shareholder whose name appears first on our register. If someone other than the registered shareholder signs the form, he or she must enclose the authority under which the form is signed.
- Detach the Personalised Voting Form and post it straight back. You may also return the form in an envelope addressed to Freepost SEA 9438, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, BN99 6AA.

If you make any alterations, you must put your initials against them.

If we receive two or more forms relating to the same shareholding, we will act upon the one which is delivered last (regardless of its date). If we cannot confirm which was delivered last, we will not act on any of the forms. If your form arrives after the voting deadline, it will not be valid and will not replace any earlier forms we have received.

The form should not be used for any comments, change of address or other queries. Please send separate instruction on these matters to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, BN99 6DA.

Important information about the AGM and voting

CREST members

Registered shareholders who are CREST members and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM, or any adjournment of it, by following the procedures described in the CREST Manual and should also refer to the notes published on www.friendsprovident.com/agm. 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CRESTCo'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 issuer's agent, Lloyds TSB Registrars (ID 7RA01), by 11 am on 22 May 2007. 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.

Friends Provident plc may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Important dates

Annual General Meeting	24 May 2007
We pay the final dividend for 2006	29 May 2007
We announce our half-year results to 30 June 2007	8 August 2007
We pay the interim dividend for 2007	November 2007

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, the non-executive directors' contracts for services and the list of the directors' share interests in the Company during normal business hours (from 9 am to 5 pm on weekdays) at the registered office of the Company at Pixham End, Dorking, Surrey, RH4 1QA.

You can also inspect these documents at the AGM from 10 am until the close of the meeting.

Documents available on the internet

If you go to www.friendsprovident.com/reports, you can download and view the Directors' Report and Accounts, the Friends Annual Review, the Directors' Report on remuneration, the Corporate Social Responsibility Report and notices of the AGM for this year and previous years.

If you prefer to download future versions of the Directors' Report and Accounts or the Friends Annual Review rather than receive it through the post, simply sign up for our 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 Personalised Voting Form, please telephone Lloyds TSB Registrars on 08706 094534 (if you are telephoning from outside the UK, please telephone +44 121 415 7109).
- For help about the proposed AGM resolutions, please telephone the Company on 08456 005131 (if you are telephoning from outside the UK, please telephone +44 1392 282984).
- If you have a question relating to your insurance or pension policy with Friends Provident, please telephone the Friends Provident customer services helpline on 08706 071352.



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