

Friends Provident plc

NOTICE OF GENERAL MEETING

(Registered in England and Wales No. 4113107)

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of the Company shall be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 12 June 2009 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which shall be proposed as a special resolution:

SPECIAL RESOLUTION

THAT the Demerger (as defined in the Circular of which the notice convening this General Meeting forms part (the “**Circular**”)) be approved and the Directors (or any duly authorised committee of them) be authorised to carry the same into effect (with such non-material amendments as they shall deem necessary or appropriate) and in connection therewith the proposed reduction of capital of Friends Provident Group (approved or to be approved by a special resolution of the shareholders of Friends Provident Group) to implement the Demerger (as described in Part I (Letter from the Chairman) of the Circular) be approved.

By order of the Board

26 May 2009

Gordon Ellis
Company Secretary
Registered office

Pixham End
Dorking
Surrey
RH4 1QA

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.
- (2) A White Form of Proxy or Form of Direction is enclosed with this notice. Instructions for use are shown on the form. Lodging a Form of Proxy will not prevent the shareholder from attending and voting in person.
- (3) To be valid, an appointment of proxy must be returned using one of the following methods:
 - by sending the enclosed White Form of Proxy or Form of Direction (together, if appropriate, with the power of attorney or other written authority under which it is signed or a certified copy of such power or authority) to the offices of the Company's Registrar, Equiniti of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA using the pre-paid addressed envelope provided;
 - by logging onto www.friendsprovident.com/gm, entering the voting ID, task ID and shareholder reference number printed on the enclosed White Form of Proxy or Form of Direction and following the online instructions;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment;and in each case the appointment of proxy (together with any relevant power/authority) must be received (or, in the case of the appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by the Company's Registrar not later than 48 hours before the time appointed for holding the meeting.
- (4) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (“**nominated persons**”). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (5) Friends Provident Shareholders (but not those who hold through the Friends Provident Share Account) are entitled to appoint a proxy in respect of some or all of their shares. Friends Provident Shareholders are also entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such shareholder. A space has been included in the White Form of Proxy to allow you to specify the number of shares in respect of which that proxy is appointed. If you return the Form of Proxy duly executed but leave this space blank you will be deemed to have appointed the proxy in respect of all of your shares. If you wish to appoint more than one proxy in respect of your shareholding you should contact the Company for further White Forms of Proxy or photocopy the White Form of Proxy as required. You should also read the section entitled “Multiple Proxy Voting Instructions” on page 6 of this Circular, and note the principles that will be applied in relation to multiple proxies.

- (6) Entitlement to attend and vote at the meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on the day which is two days before the date of the meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (7) Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. Voting on the resolutions will be by poll. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.
- (8) As at 21 May 2009, the latest practical date prior to the publication of this Circular, Friends Provident's issued share capital consisted of 2,341,118,083 ordinary shares of 10 pence each and 15,747,499 shares were held in treasury. The total number of voting rights in Friends Provident as at 21 May 2009 was therefore 2,325,370,584.