

Land Securities Group PLC

Annual General Meeting – 23 July 2015 (“AGM”)

Copies of Resolutions passed at the AGM

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

1. 2015 Annual Report

To receive the Company's accounts, together with the Report of the Directors and the Auditor's Report on those accounts, for the financial year ended 31 March 2015 (the **2015 Annual Report**).

2. Directors' Remuneration – Policy Report

To approve the Directors' Remuneration – Policy Report (effective from the date of approval) set out on pages 61 to 67 of the 2015 Annual Report.

3. Directors' Remuneration – Annual Report on Remuneration

To approve the Directors' Remuneration – Annual Report on Remuneration set out on pages 68 to 78 of the 2015 Annual Report.

4. Final dividend

To declare a final dividend of 8.15 pence per ordinary share for the financial year ended 31 March 2015.

Re-election of Directors

5. To re-elect Dame Alison Carnwath as a Director of the Company.
6. To re-elect Robert Noel as a Director of the Company.
7. To re-elect Martin Greenslade as a Director of the Company.
8. To re-elect Kevin O'Byrne as a Director of the Company.
9. To re-elect Simon Palley as a Director of the Company.
10. To re-elect Christopher Bartram as a Director of the Company.
11. To re-elect Stacey Rauch as a Director of the Company.
12. To re-elect Cressida Hogg CBE as a Director of the Company.
13. To re-elect Edward Bonham Carter as a Director of the Company.

14. Adoption of Land Securities 2015 Long-Term Incentive Plan

To authorise the Directors to:

- (i) adopt the Land Securities 2015 Long-Term Incentive Plan on the terms of the rules produced to the Meeting and initialled by the Chairman for the purposes of identification and summarised in Part II of this Notice (the LTIP); and
- (ii) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the LTIP.

15. Re-appointment of auditor

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

16. Remuneration of auditor

To authorise the Directors to determine the remuneration of the auditor.

17. Authority to make political donations

In accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act), to authorise the Company and any company which is or becomes its subsidiary at any time during the period for which this Resolution has effect to:

- (i) make political donations to political parties, other political organisations and/or independent election candidates; and
- (ii) incur other political expenditure,

providing such expenditure does not exceed £50,000 in aggregate for paragraphs (i) and (ii) above.

This authority shall 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 same meaning as is given to those terms in Part 14 of the 2006 Act.

18. Authority to allot securities

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 £26,351,468; and
- (ii) in so far as such shares comprise equity securities (as defined in section 560 of the 2006 Act) up to a further nominal amount of £26,351,468 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 earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date this Resolution is passed (unless previously renewed, varied or revoked by the Company in 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 the authority had not expired.

19. Disapplication of pre-emption rights

Subject to Resolution 18 being passed, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 18 and/or to sell treasury shares, as if section 561 of the 2006 Act (*Existing shareholders' rights of pre-emption*) 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 18, 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, if the Directors consider it necessary, as permitted by the rights of those securities,

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; and

- (ii) in the case of the authority granted under paragraph (i) of Resolution 18 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 £4,005,196.

This authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date this Resolution is passed, 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 (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 authority had not expired.

20. Authority to purchase own shares

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 79,054,404 being 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 June 2015;
- (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: (a) 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 (b) 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 earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date this Resolution is passed, 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 had not expired.