

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

PRUDENTIAL PUBLIC LIMITED COMPANY

At the Annual General Meeting of the above-name Company duly convened and held on 9 May 2002 the following resolutions were passed as special resolutions:

“THAT the Directors are hereby empowered pursuant to section 95 of the Companies Act 1985 (as amended) during the period from the date of the passing of this resolution to allot shares of 5p each in the capital of the company as if section 89(1) of the Companies Act 1985 (as amended) did not apply to such allotment, provided that this power shall be limited to the allotment of shares up to an aggregate nominal amount of 99 million shares except:

- (a) in connection with a scrip dividend offer; and
- (b) in connection with a rights issue to all shareholders where the shares attributable to the interests of those shareholders are proportionate (to the extent practicable) to the respective number of shares of 5p each held by them, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with legal or practical problems in respect of shareholders resident outside the United Kingdom, fractional entitlements or otherwise.
- (c) This authority shall, unless renewed prior to such time, expire at the conclusion of the Annual General Meeting of the company to be held in 2003 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

“THAT the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of shares of 5p in the capital of the Company provided that:

- (a) the maximum number of shares hereby authorised to be purchased is 199 million;
- (b) the maximum price which may be paid for each share is an amount equal to 105 per cent of the average of the middle market quotations for a share derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased and the minimum price which may be paid for each share is 5p exclusive of expenses; and
- (c) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the annual General Meeting to be held in 2003.

Company Secretary