

Prudential plc
GENERAL MEETING 2010
VOTING INSTRUCTION FORM (FORM A)

This form is to be completed if you wish to give voting instructions for the resolutions to be passed at the General Meeting of Prudential plc ("General Meeting"). Please read the Notes enclosed before completing and signing this form. If you wish to attend and cast your votes personally, please complete the Corporate Representative Nomination Form (Form B) overleaf.

To: Prudential plc
c/o The Central Depository (Pte) Limited ("CDP")
4 Shenton Way #02-01
SGX Centre 2
Singapore 068807

I/We,

direct **HKSCC Nominees Ltd** to vote in accordance with the General Rules of CCASS at the General Meeting to be held on 7 June 2010 and at any adjournment thereof, as indicated:-

No.	Resolutions for General Meeting	For	Against	Vote Withheld
1.	Special resolution: approval of matters giving effect to the scheme of arrangement, subject to approval of the scheme of arrangement at the Court Meeting.			
2.	Ordinary resolution: authorisation to allot ordinary shares for the proposed rights issue			
3.	Ordinary resolution: approval of <u>Prudential Group plc's</u> adoption of the executive share plans, subject to the passing of resolution 1			
4.	Ordinary resolution: approval of <u>Prudential Group plc's</u> adoption of the all-employees share plans, subject to the passing of resolution 1			
5.	Ordinary resolution: authorisation to establish additional employee share schemes for the benefit of overseas employees, subject to the passing of resolution 1			

I/We direct CDP to suspend all transfers of shares out of my Securities Account to which this Voting Instruction Form relates as at 1 June 2010 (the "receipt date") until 3 June 2010. I/We understand that I/we will not be able to settle sale trades or transfer shares out of my/our Securities Account until 4 June 2010 (the "release date").

I/We understand that if the due date of any sale contract of any shares to which this Voting Instruction Form relates falls on or after the receipt date but before the release date, the trade will fail and buying-in will be instituted against me/us according to the CDP Clearing Rules.

TO BE COMPLETED BY DIRECT ACCOUNT HOLDER(S)/DEPOSITORY AGENT IF HE/SHE/IT WISHES TO GIVE VOTING INSTRUCTIONS.

Please indicate CDP Securities Account Number:	
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Dated this _____ day of _____, 2010

For Individuals: -

For Corporations: -

Signature of Direct Account Holder(s)

Signature of
Director(s)/Secretary

Common Seal

Prudential plc
GENERAL MEETING 2010
CORPORATE REPRESENTATIVE NOMINATION FORM (FORM B)

This form is to be submitted if you wish to attend and cast your votes personally. Please read the Notes enclosed before completing and signing this form. DO NOT complete this form if you do not wish to attend and cast your votes personally at the General Meeting of Prudential plc ("General Meeting").

To: Prudential plc
c/o The Central Depository (Pte) Limited ("CDP")
4 Shenton Way #02-01
SGX Centre 2
Singapore 068807

I I/We,

Number of Shares

hereby request that the following person whose details are given in Part II below (the "Corporate Representative") be appointed as corporate representative of HKSCC Nominees Ltd at the General Meeting to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, United Kingdom on 7 June 2010 at 11.20 a.m. (London time) (or as soon as the Prudential plc Court Meeting concludes or is adjourned).

II	Name	Address	NRIC/ Passport Number	Number of shares

If the number of shares is not indicated, the Corporate Representative is authorised to vote in respect of all of my/our voting entitlement.

III The Corporate Representatives are authorised to vote or abstain from voting on any matter that may arise at the General Meeting as they may deem fit.

IV I/We direct CDP to suspend all transfers of share out of my Securities Account to which this Corporate Representative Nomination Form relates as at 1 June 2010 (the "receipt date") until 3 June 2010. I/We understand that I/we will not be able to settle sale trades or transfer the shares out of my/our Securities Account until 4 June 2010 (the "release date").

I/We understand that if the due date of any sale contract of any shares to which this Corporate Representative Nomination Form relates falls on or after the receipt date but before the release date, the trade will fail and buying-in will be instituted against me/us according to CDP Clearing Rules.

☐ Please tick here if the appointment made by this Voting Instruction Form is one of the multiple appointments being made.

Please indicate CDP Securities Account Number:	
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Dated this _____ day of _____, 2010

For Individuals: -

For Corporations: -

Signature of Direct Account Holder(s)

Signature of
Director(s)/Secretary

Common Seal

Notes: -

1. Your shares are registered with HKSCC Nominees Ltd ("HKSCC") and custodied with a CCASS participant under the Hong Kong CCASS System. As the registered shareholder, HKSCC will accept instructions from the CCASS participant to vote on behalf of the beneficial owners of the shares ("voting instructions"), or, where circumstances permit accept instructions to appoint the beneficial owners or their nominees ("Nominees") as HKSCC corporate representatives in order for the Nominees to exercise their votes in person at the General Meeting of the Company ("nomination instructions").

2. Freezing of shares in the Securities Account

In order for HKSCC (acting through CDP) to appoint you as its proxy to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes you may cast), you must be registered in CDP's register as at 1 June 2010, being the receipt date (or, in the event of any adjournment, four business days before the date of the adjourned meeting). CDP will then freeze such shares in respect of which voting instructions or nomination instructions are given in the CDP Securities Account until 3 June 2010, being two business days before the General Meeting (or, in the event of any adjournment, two business days before the date of the adjourned meeting). If you choose to give voting instructions or nomination instructions in respect of your shares, please ensure that you do not trade, settle sale trades or transfer the said shares out of your Securities Account as from 1 June 2010, being the receipt date until 4 June 2010, being the release date. Failure to do so will result in the trade fail and buying-in will be instituted against you according to the CDP Clearing Rules.

3. Voting instructions

If you wish to provide CDP with voting instructions on your shares, you must complete and execute the Voting Instruction Forms ("Form A") in accordance with the instructions given in paragraph 7 of these Notes and submit Form A to Prudential plc (the "Company") c/o CDP in accordance with the instructions given in paragraph 6 of these Notes. You should complete each box for the resolution to be passed at the meeting indicating the number of shares to be voted for, against or vote withheld.

4. Voting in Person by means of nomination instructions

- 4.1 HKSCC will accept instructions to appoint you or your nominee as a corporate representative of HKSCC, enabling you or your nominee to attend and cast your votes personally at the General Meeting of the Company. If you wish to attend and cast your votes personally, you must submit the Corporate Representative Nomination Form ("Form B") to CDP in accordance with the instructions given in paragraph 7 of these Notes. If your proxy is appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank or a number greater than your voting entitlement is inserted, your proxy is deemed to be authorised in respect of your full voting entitlement.

If you are registered in CDP's register as at 1 June 2010, being the receipt date (or, in the event of any adjournment, four business days before the date of the adjourned meeting) and have elected for HKSCC (acting through CDP) to appoint you as its proxy to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes you may cast), you may in turn appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please collect additional Corporate Representative Nomination Form in person from The Central Depository (Pte) Limited at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807. Alternatively, you may photocopy the Corporate Representative Nomination Form. Please indicate the number of shares in relation to which the proxy holder is entitled to act as your proxy. Please also indicate by ticking the box at the end of the Corporate Representative Nomination Proxy of the proxy instruction is one of the multiple instructions being given. All forms should be signed and returned together. A proxy need not be a member of the Company. You are responsible for ensuring that your proxy/proxies attend the General Meeting and are aware of your voting intentions.

- 4.2 CDP shall transmit the names and addresses and the shareholdings represented of the persons named in Form B (the "Nominees") to HKSCC through its CCASS participant. CDP shall not be liable if, notwithstanding its transmission, the Nominees are not appointed as HKSCC's corporate representative for whatever reason and you are thereby deprived of your rights to vote in respect of your shares. Under no circumstances shall CDP be liable for any consequential or indirect losses arising from your failure or inability to cast your votes personally.

5. Completion of Form A or Form B

Complete either Form A or Form B. Do not complete both. If CDP, on behalf of the Company, receives instruction on both Form A and Form B before the stated deadline, it shall be entitled (but not obliged) to disregard Form B and follow the instructions given in Form A only. CDP shall also be entitled to disregard both Form A and Form B in cases where the instructions given by you are vague, unclear and/or not in accordance with these Notes.

6. Deadline for submission of instructions

- 6.1 You must return Form A or Form B, duly executed and completed, to Prudential plc c/o The Central Depository (Pte) Limited, 4 Shenton Way #02-01, SGX Centre 2, Singapore 068807 by 5.00 p.m. on 1 June 2010 (the "deadline"). Proof of posting is not proof of receipt.
- 6.2 If CDP does not receive your specific instructions by the deadline, it will not forward your voting instructions or your nomination instructions to HKSCC through its CCASS participant or take any action with respect to your shares at the Company's General Meeting.

7. Execution of Form A or Form B

Form A or Form B must be signed by the direct Account Holder or Depository Agent or his/her/its attorney duly authorised in writing or if the direct Account Holder or Depository Agent is a corporation, executed under its common seal or under the hand of its attorney duly authorised in writing. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to the Form if it is signed by an attorney.

8. Number of shareholdings to which the instructions relate

For Form A - if, as at 1 June 2010, your voting entitlement exceeds the total number of shares to which any voting instruction relates, CDP will forward your voting instructions only in respect of the shares to which any voting instruction relates.

If, as at the receipt date, your voting entitlement is less than the total number of shares to which any voting instruction relates, CDP will forward your voting instructions only in respect of the lesser number of shares, i.e. your voting entitlement as at the receipt date, provided that any instruction which requires CDP to allocate the shares between vote "For", "Against" or "Withheld" for any resolution shall be invalid.

9. Securities Account to which the total number of shares on any voting instruction relate

Please indicate the CDP securities account number to which the total number of shares on any voting instruction relates. Failure to provide the CDP securities account number will be deemed to be an incomplete instruction and your voting instructions may be disregarded.