

Monthly Return of Equity Issuer on Movements in Securities

| For the month en | ded (dd/mi | n/yyyy): | 31/12/2014 | | |
|---------------------|--------------|---------------|------------------------|----------------------------------|---|
| To: Hong Kong E | Exchanges a | nd Clearing 1 | Limited | | |
| Name of Issuer | | Prudentia | ıl plc | | |
| Date Submitted | | 7 January | 2015 | | |
| I. Movements in A | authorised S | hare Capital | | | |
| 1. Ordinary Shares | 8 | | | | |
| (1) Stock code: | 2378 | Description | on: Ordinary | shares of GBP | 0.05 each |
| | | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding | month N | J/A | | |
| Increase/(decrease | 2) | _ | | - | |
| Balance at close of | f the month | _ | | | |
| (2) Stock code: | N/A | Description | on: | | |
| | | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of | f preceding | month _ | | | |
| Increase/(decrease | ·) | _ | | - | |
| Balance at close or | f the month | _ | | | |

| Stock code : N/A Descri | ption: | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |
| | | | |
| 3. Other Classes of Shares | | | |
| | ption : | | |
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Stock code: N/A Descri | No. of other | (State | • |
| Stock code : N/A Descri | No. of other | (State | capital |
| | No. of other | (State | capital |

II. Movements in Issued Share Capital

| No. of ordinary shares | | No of preference | No. of other | |
|------------------------|---------------------------------|---|--|--|
| (1) | (2) | shares | classes of shares | |
| 2,567,058,209 | N/A | N/A | N/A | |
| 721,741 | | | | |
| 2,567,779,950 | | | | |
| | (1) 2,567,058,209 721,741 | (1) (2) 2,567,058,209 N/A 721,741 | (1) (2) shares 2,567,058,209 N/A N/A 721,741 | |

III. Details of Movements in Issued Share Capital

| Share Options (under Sha | re Option Scl | hemes of the Issu | uer) | | | |
|---|---------------|-------------------|--|---|---------|-----------|
| Particulars of share option scheme including EGM approval date | | Movement duri | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be issued pursuant thereto as at close of the | | |
| (dd/mm/yyyy) and class of shares issuable | Granted | Exercised | Cancelled | Lapsed | thereto | month |
| 1. 2003/2013 | | | | | | |
| Prudential | | | | | | |
| Savings- | | | | | | |
| Related Share | | | | | | |
| Option Scheme | | | | | | |
| (/ /) | | | | | | |
| Ordinary shares | Nil | 374,727 | 28,462 | Nil | 374,727 | 1,518,667 |
| (Note 1) | | | | | · | |
| 2. 2013/2023 Prudential Savings- Related Share Option Scheme | | | | | | |
| (/ /) | | | | | | |
| Ordinary shares | Nil | 180 | 14,798 | Nil | 180 | 1,893,633 |
| (Note 1) | | | | | | |
| 3. 2011/2021 Prudential International Savings- Related Share Option Scheme (/ /) Ordinary shares (Note 1) | Nil | 165,357 | Nil | Nil | Nil | 1,465,014 |
| 4. 2011/2021 Prudential International Assurance Sharesave Plan (/ /) Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | Nil |

III. Details of Movements in Issued Share Capital (Continued)

Share Options (under Share Option Schemes of the Issuer) (Continued)

| Particulars of share option scheme including EGM approval date (Addrimy)yyy) and class of shares issuable (Addrimy) and address of shares issuable (Addrimy) and address of shares in the month (Addrimy) and address of the month (Addrimy) and address of the month (Addrimy) and address of the month (Addrimy) and (Addrimy) and (Address of the month (Addrimy) and (Addrimy) an | Share Options (under Sha | are Option Sci | nemes of the issi | uer) (Continued | 1) | NI. C. | N C 1 | |
|--|--------------------------|----------------|-------------------|-----------------|--------|------------|-------------------|--|
| Size of during provided ate (doft-may-yyy) and class of shares issuable (doft-may-yy) and class of shares | Particulars of share | | | | | No. of new | No. of new shares | |
| Movement during the month approval date (dd/mm/yyys) and lack of share sissuable Granted Exercised Cancelled Lapsed Lapsed | option scheme | | | | | | | |
| Approved acta Cancelled | | | | | | | | |
| Commitment Com | | | Movement duri | ing the month | | | | |
| Carso of shares Issuane | | | | | | | | |
| 5.2002/2012 Prudential International Savings-Related Share Option Scheme for Non-Employees (/ /) Ordinary shares Nil 346,834 Nil Nil 346,834 1,383,661 | class of shares issuable | Granted | Exercised | Cancelled | Lapsed | | | |
| International Savings Related Share Option Scheme for Non- Employees (/ /) | 5. 2002/2012 | | | | • | | | |
| Savings- Related Share Option Scheme for Non- Employees (/ /) | Prudential | | | | | | | |
| Related Share | International | | | | | | | |
| Option Scheme For Non-Employees C / / C C | Savings- | | | | | | | |
| For Non-Employees | | | | | | | | |
| Employees | | | | | | | | |
| Ordinary shares Nil 346,834 Nil Nil 346,834 1,383,661 | | | | | | | | |
| Content Cont | Employees | | | | | | | |
| Content Cont | _ (/ /) | | | | | | | |
| Color Colo | | Nil | 346,834 | Nil | Nil | 346,834 | 1,383,661 | |
| Prudential International Savings- Related Share Option Scheme for Non- Employees (/ / /) Ordinary shares Nil Nil 31,208 Nil Nil 2,363,516 (Note 1) 7. 2006 Prudential Business Unit Performance Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 579,415 (Note 1) 8. 2006 Prudential Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 2,915,847 (Note 1) 9. 2011 Prudential Agency Long Term Incentive Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 | (Note 1) | | | | | | | |
| Prudential International Savings- Related Share Option Scheme for Non- Employees (/ / /) Ordinary shares Nil Nil 31,208 Nil Nil 2,363,516 (Note 1) 7. 2006 Prudential Business Unit Performance Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 579,415 (Note 1) 8. 2006 Prudential Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 2,915,847 (Note 1) 9. 2011 Prudential Agency Long Term Incentive Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 Nil Nil Nil Nil Nil 964,000 | 6 2012/2022 | | | | | | | |
| International Savings Related Share Option Scheme for Non- Employees (/ /) Ordinary shares Nil Nil 31,208 Nil Nil 2,363,516 | | | | | | | | |
| Savings Related Share Option Scheme for Non- Employees (/ /) | | | | | | | | |
| Related Share | | | | | | | | |
| Option Scheme for Non- Employees (/ /) | | | | | | | | |
| For Non- Employees | | | | | | | | |
| Employees | | | | | | | | |
| C / / Ordinary shares Nil Nil 31,208 Nil Nil 2,363,516 | | | | | | | | |
| 1.000 1.00 | (/ /) | | | | | | | |
| 7. 2006 Prudential Business Unit Performance Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 579,415 8. 2006 Prudential Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 2,915,847 9. 2011 Prudential Agency Long Term Incentive Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 | Ordinary shares | Nil | Nil | 31,208 | Nil | Nil | 2,363,516 | |
| Business Unit Performance Plan | (Note 1) | | | | | | | |
| Business Unit Performance Plan | | | | | | | | |
| Performance | | | | | | | | |
| Plan | | | | | | | | |
| Nil Nil Nil Nil Nil S79,415 | Performance | | | | | | | |
| Note 1 Nil Nil Nil Nil 964,000 | Plan | | | | | | | |
| Note 1 Nil Nil Nil Nil 964,000 | (/ /) | | | | | | | |
| 8. 2006 Prudential Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 2,915,847 | Ordinary shares | Nil | Nil | Nil | Nil | Nil | 579,415 | |
| Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 2,915,847 | (Note 1) | | | | | | | |
| Group Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 2,915,847 | | | | | | | | |
| Performance Share Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil Nil 2,915,847 (Note 1) | 8. 2006 Prudential | | | | | | | |
| Share Plan | Group | | | | | | | |
| Ordinary shares Nil Nil Nil Nil Nil 2,915,847 | Performance | | | | | | | |
| Ordinary shares Nil Nil Nil Nil Nil 2,915,847 | Share Plan | | | | | | | |
| Note 1 9. 2011 | (/ /) | | | | | | | |
| Note 1 9. 2011 | Ordinary shares | Nil | Nil | Nil | Nil | Nil | 2,915,847 | |
| 9. 2011 Prudential Agency Long Term Incentive Plan | | | <u> </u> | | | | | |
| Prudential Agency Long Term Incentive Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 | | | | | | | | |
| Prudential Agency Long Term Incentive Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 | 9. 2011 | | | | | | | |
| Agency | | | | | | | | |
| Long Term | | | | | | | | |
| Incentive | | | | | | | | |
| Plan (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 | | | | | | | | |
| (/ /) Ordinary shares Nil Nil Nil Nil Nil 964,000 | | | | | | | | |
| Ordinary shares Nil Nil Nil Nil Nil 964,000 | | | | | | | | |
| | | Nil | Nil | Nil | Nil | Nil | 964 000 | |
| | | 1 111 | 1111 | 1111 | 1 111 | 1 /11 | 701,000 | |
| | (1.000 1) | | | | | | | |

III. Details of Movements in Issued Share Capital (Continued)

Share Options (under Share Option Schemes of the Issuer) (Continued)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and | • | | ring the month | | No. of new shares of issuer issued during the month pursuant | may be issued pursuant thereto as at close of the |
|---|---------------------------------------|----------------|----------------|--------|--|---|
| class of shares issuable | Granted | Exercised | Cancelled | Lapsed | thereto | month |
| 10. 2013 | | | | | | |
| Prudential | | | | | | |
| Long Term | | | | | | |
| Incentive | | | | | | |
| Plan | | | | | | |
| (/ /) | | | | | | |
| Ordinary shares | 8,845 | Nil | Nil | 7,882 | Nil | 12,299,096 |
| (Note 1) | · · · · · · · · · · · · · · · · · · · | | · · | | | |
| | 721,741 N/A N/A | | | | | |
| Total funds raised during options (State currency) | the month fro | om exercise of | GBP 4,081,29 | 92.28 | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | nominal | ominal value at close of receding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|----------|---|----------------------------|---|--|--|
| 1. N/A | | | | | | |
| | _ | | | | | |
| | _ | | | | | <u> </u> |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 2. N/A | _ | | | | | |
| | _ | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | ` | | | | |
| (dd/mm/yyyy) 3. N/A | (/ / |) | | | | |
| 3.17/1 | _ | | | | | |
| | | | | | | <u> </u> |
| | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 4. N/A | _ | | | | | |
| | - | | | | | |
| (/ /) | <u> </u> | | | | | . |
| | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ / |) | | | | |
| (dd/11111/yyyy) | (/ / |) | | | | |
| | | Total | ` | nary shares) N/A | | <u>-</u> |
| | | | | ence shares) N/A | | - |
| | | | (| Other class) N/A | <u> </u> | _ |

| Convertibles (i.e. Convertible i | | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|----------|------------------------------------|----------------------------|---|--|--|
| 1. N/A | | | | | | |
| | | | | | | |
| Stock code (if listed) | <u> </u> | | | | | - |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. N/A | <u> </u> | | | | | |
| | <u> </u> | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | <u> </u> | | | | | |
| | <u>—</u> | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| | _ | | | | | |
| Stock code (if listed) | <u> </u> | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| | | • | | hary shares) $\frac{N/A}{N}$ ence shares) $\frac{N}{A}$ | | - |
| | | | | Other class) $\frac{N/R}{N}$ | | - - |

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| unac | er Share Option Schemes) | | |
|------|---|--|---|
| Ful | l particulars including EGM approval date (dd/mm/yyyy), | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| if a | pplicable, and class of shares issuable: | | us at crose of the month |
| | | | |
| 1. | N/A | | |
| | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| 2. | N/A | | |
| | 1/12 | | |
| | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| 3. | N/A | | |
| | 1/12 | | |
| | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| • | Total D. (Ordinary shares) | N/A | |
| | (Preference shares) | N/A | |
| ' | (Other class) | N/A | |
| | (Other class) | IN/A | |
| | | | |

| | ner Movements in I | Issued Share Capital | | | | | NI C | NI C |
|----|--------------------|---------------------------|-----|---|-------|---|---|---|
| | | | | | | | No. of new shares of issuer issued during the month pursuant thereto | issuer which may be issued pursuant thereto as at close of the |
| | Type of Issue | | | | | | | month |
| | | | | Class of shares issuable (Note 1) | | | | |
| 1. | Rights issue | At price : State currency | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : State currency | N/A | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State currency | N/A | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | N/A | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |

For Main Board and GEM listed issuers No. of new No. of new shares of issuer shares of issued during issuer which the month may be pursuant issued pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable _____ (*Note 1*) At price : State N/A5. Scrip dividend Issue and allotment currency (/ / date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Class of shares repurchased (Note 1) (/ /) 6. Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/AClass of shares _ redeemed (Note 1) (/ / Redemption of Redemption date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) (/ /) 8. Consideration issue At price: State currency Issue and allotment date: (dd/mm/yyyy)

EGM approval date: (dd/mm/yyyy)

(/ /)

For Main Board and GEM listed issuers No. of new No. of new shares of issuer shares of issued during issuer which the month may be pursuant issued pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) (/ /) 9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/AClass of shares issuable (*Note 1*) At price : State currency 10. Other (/ / Issue and allotment (Please specify) date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) N/A (Preference shares) $\overline{N/A}$

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 721,741 |
|---|--------|-----------------|
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issa | ued Sh | are Capital").) |

(Other class) N/A

| Remarks | (if | anv) | 1: |
|---------|-----|------|----|
| | | | |

| New shares are issued when options are exercised under the Schemes in Section III, items 1 to 6 inclusive | vely. |
|---|-------|
| Thus, exercises of ontions under the Schemes will increase the Company's issued ordinary share can | tal. |

From November 2014, in order to satisfy anticipated exercises of options under Section III, item 3, the 2011/2021 Prudential International Savings-Related Share Option Scheme ('Scheme'), new ordinary shares are from time to time issued by the Company and allotted to Sanne Fiduciary Services Limited, thereby increasing the Company's issued ordinary share capital. These shares are held by the Prudential Employee Share Trust on behalf of the participants of the Scheme and released to them when they exercise their option.

| Section III, items 7, 8, 9 and 10, 2006 Prudential Business Unit Performance Plan, 2006 Prudential Group |
|--|
| Performance Share Plan, 2011 Prudential Agency Long Term Incentive Plan and 2013 Prudential Long |
| Term Incentive Plan are discretionary share plans and not share option schemes. However, for the sake of |
| completeness the figures are included in Section III as new shares are issued in order to satisfy awards. In |
| order to satisfy anticipated releases of shares to participants following the vesting of awards under the |
| 2006 Prudential Group Performance Share Plan and Prudential Business Unit Performance Plan, new |
| ordinary shares are from time to time issued by the Company and allotted to Sanne Fiduciary Services |
| Limited, thereby increasing the Company's issued ordinary share capital. |
| |

| Submitted by: | Wong Shuk Ying | |
|---------------|----------------|--|
| | | |

Title: Deputy Group Secretary

(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.