



19 December 2005

## **Prudential plc – Acquisition of Egg Minority, Offer Document**

Prudential plc, a company incorporated and with its principal place of business in the United Kingdom, and its affiliated companies constitute one of the world's leading financial services groups. It provides insurance and financial services directly and through its subsidiaries and affiliates throughout the world. It has been in existence for over 150 years and has £187 billion in assets under management (as at 31 December 2004). Prudential plc is not affiliated in any manner with Prudential Financial, Inc, a company whose principal place of business is in the United States of America.

**News release**

**Group Communications**

Prudential plc

Laurence Pountney Hill London EC4R 0HH

Incorporated and registered in England and Wales. Registered office as above. Registered number 1397169.  
Prudential plc is a holding company, subsidiaries of which are authorised and regulated by the Financial Services Authority.

***Not for release, publication or distribution, in whole or in part, in, into or from the United States of America, Australia, Canada or Japan***

**19 DECEMBER 2005**

**RECOMMENDED OFFER BY PRUDENTIAL PLC FOR  
THE SHARES OF EGG PLC NOT ALREADY OWNED BY PRUDENTIAL**

**Posting of Offer Documentation**

Further to the announcement made on 1 December 2005, Prudential announces that the Offer Document, containing the full terms and condition of the recommended Offer being made by Lexicon Partners on behalf of Prudential for the issued and to be issued shares of Egg not already owned by the Prudential Group, is being posted to Egg Shareholders today, together with the Form of Acceptance and, in the case of Egg Share Account Shareholders, a Form of Instruction.

An Information Memorandum containing information relating to Prudential and the New Prudential Shares being offered to Egg Shareholders which is regarded by the FSA as being equivalent to that of a prospectus, has also been sent to Egg Shareholders.

If you hold Egg Shares in certificated form, to accept the Offer, the Form of Acceptance should be completed, signed and witnessed and returned as soon as possible and, in any event, so as to be received by Lloyds TSB Registrars by no later than 1.00 p.m. (London Time) on 20 January 2006.

If you are an Egg Share Account Shareholder, to instruct the Corporate Nominee to accept the Offer on your behalf, the Form of Instruction should be completed, signed and witnessed and returned as soon as possible and, in any event, so as to be received by Lloyds TSB Registrars by no later than 1.00 p.m. (London Time) on 20 January 2006.

If you hold Egg Shares in uncertificated form (that is, CREST), to accept the Offer, an electronic acceptance should be sent through CREST so that the TTE instruction settles as soon as possible and, in any event, by no later than 1.00 p.m. (London Time) on 20 January 2006. If you hold Egg Shares as a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary TTE instruction to CREST.

Terms used in this announcement shall have the same meaning as those used in the Offer Document.

**ENQUIRIES**

For further information, contact:

**Egg Shareholder Helpline**

Tel: 0845 606 0252  
(or +44 1903 276 321 from outside the UK)

**Lexicon Partners**

Andrew Sibbald

Ollie Clayton

Lucy Garrett

Tel: 020 7653 6000

**UBS Investment Bank**

Phil Shelley

George Close-Brooks

Tel: 020 7568 1000

*This announcement does not constitute an offer or an invitation to purchase any securities.*

*Lexicon Partners, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Prudential only in connection with the Offer and no-one else and will not regard any other person as its client or be responsible to any person other than Prudential for providing the protections afforded to clients of Lexicon Partners nor for providing advice in relation to the Offer.*

*UBS is acting for Prudential only in connection with the Offer and no-one else and will not regard any other person as its client or be responsible to any person other than Prudential for providing the protections afforded to clients of UBS nor for providing advice in relation to the Offer.*

*This announcement does not constitute, or form part of, any offer for, or any solicitation of any offer for, securities in any jurisdiction. Any acceptance or other response to the Offer should be made only on the basis of information contained in or referred to in the Offer Document and the Information Memorandum.*

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions. In particular, this announcement should not be distributed, forwarded to or transmitted in or into the United States of America, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws in such jurisdiction.*

*Unless otherwise determined by Prudential, the Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, by means of telephone, fax, telex or other forms of electronic communication) of interstate or foreign commerce of, or by any facility of a national securities exchange of, the United States of America, Canada, Australia or Japan and is not capable of acceptance by any such use, means, instrumentality or facility. Accordingly, copies of this announcement, the Offer Document, the Information Memorandum, the Form of Acceptance, the Form of Instruction, the Share Dealing Facility Booklet and any related documents are not being, and must not be, mailed or otherwise forwarded, transmitted, distributed or sent in, into or from the United States of America, Canada, Australia or Japan. Doing so may render invalid any purported acceptance of the Offer. The availability of the Offer to persons who are not citizens, nationals or residents of the United Kingdom may be affected by the laws of their respective jurisdictions. Egg Shareholders who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements of their respective jurisdictions. Further details in relation to overseas shareholders are contained in the Offer Document and Information Memorandum which is being posted today to Egg Shareholders.*

*The Offer is not an offer of securities for sale in the United States of America or in any jurisdiction in which such an offer is unlawful. The New Prudential Shares to be issued in connection with the Offer have not been, nor will they be, registered under the Securities Act, as amended, or under the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, absent registration or an applicable exemption from registration. The relevant clearances have not been, and will not be, obtained from the securities commission or similar authority of any province or territory of Canada and no prospectus, information memorandum or other documents relating to the New*

*Prudential Shares has been or will be filed or registration made under any securities laws of any province or territory of Canada nor has any prospectus, information memorandum or other documents relating to the New Prudential Shares been, or will be, lodged with, or registered by, the Australian Securities Investments Commission or the Japanese Ministry of Finance and the New Prudential Shares have not been, and nor will they be, registered under or offered in compliance with applicable securities laws of any state, province, territory or jurisdiction of Canada, Australia or Japan. Accordingly, unless an exemption under relevant securities laws is applicable, the New Prudential Shares may not be offered, sold, resold or delivered, directly or indirectly, in or into Canada, Australia, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of, or require registration thereof in, such jurisdiction or to, or for the account or benefit of, a person located in Canada, Australia or Japan.*