



**24 March 2006**

## **Compulsory acquisition of outstanding Egg plc shares**

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 £234 billion in assets under management (as at 31 December 2005). 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.

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**24 MARCH 2006**

**COMPULSORY ACQUISITION OF OUTSTANDING EGG PLC SHARES**

Prudential plc ("Prudential") announces, in relation to the recommended Offer for the entire issued and to be issued share capital of Egg plc made by Lexicon Partners Limited on behalf of Prudential on 19 December 2005, that it has received valid acceptances under the Offer in respect of more than 90 per cent. of the Egg Shares to which the Offer relates. Accordingly, Prudential will shortly implement the procedures set out in sections 428 to 430F (inclusive) of the Companies Act 1985 (as amended) to acquire compulsorily those Egg Shares in respect of which it has not already received valid acceptances under the Offer.

The Offer, which remains subject to the terms set out in the Offer Document dated 19 December 2005, will remain open for acceptances until further notice. The Share Dealing Facility will also remain open for use in accordance with the terms and conditions set out in the Share Dealing Facility Booklet until further notice.

Defined terms used in this announcement have the same meanings as in the Offer Document dated 19 December 2005.

**ENQUIRIES**

For further information, contact:

**Egg Shareholder Helpline**

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outside the UK)

**Prudential**

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*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.*

*Goldman Sachs International, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Egg and no-one else in connection with the Offer and is not advising any other person and accordingly will not be responsible to any person other than Egg for providing the protections afforded to clients of Goldman Sachs International or 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 have been posted 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.*