

# Notice of Annual General Meeting 2009 and Explanation of Business

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

If you have sold or otherwise transferred all your shares in Prudential plc, please forward this document, but not the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.



**PRUDENTIAL**



14 April 2009

*Dear Shareholder,*

### **Annual General Meeting of Prudential plc (the Company or Prudential)**

I am pleased to be writing to you with details of this year's Annual General Meeting (the Meeting), which is to be held in The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 14 May 2009 at 11.00am. The formal notice of the Meeting (Notice) is set out at the end of this document on pages 6 to 8.

Whether or not you propose to attend the Meeting, please complete the enclosed proxy form (Form of Proxy) in accordance with the instructions printed on the form and return it to Equiniti Limited (our registrar) as soon as possible. Our registrar must receive it by 11.00am on 12 May 2009.

I thought it might be helpful for me to say a few words below on each of the resolutions to be proposed at the Meeting.

#### **Ordinary resolution 1: Annual Report 2008**

At the 2007 annual general meeting, a resolution was passed which allows the Company to communicate with shareholders by means of its website. No action was required by shareholders unless shareholders wished to continue to receive copies of the Annual Report and other circulars by post. As explained in the documentation sent to you in 2007 (or in your welcome letter if you are a new shareholder), you will only receive a hard copy of the Annual Report if you specifically request a hard copy. If you have not made such a request, you may, however, view the Annual Report on the Company's website by entering the following address into your internet browser: <http://www.prudential.co.uk/prudential-plc/investors/financialreports/2008/> and clicking on the link to 'Prudential plc Annual Report 2008'. Alternatively, copies of the Annual Report may also be obtained on request, free of charge, from our registrar by calling 0871 384 2035 quoting your shareholder reference number which can be found on your Form of Proxy.

The business of the Meeting will begin with a resolution to lay before members the Annual Report in respect of the year ended 31 December 2008. Shareholders will have the opportunity to put questions on the Annual Report to the directors before the resolution is proposed to the Meeting.

#### **Ordinary resolution 2: Directors' Remuneration Report**

Shareholders will again have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 December 2008.

The Report is set out in full on pages 102 to 127 of the Annual Report 2008.

#### **Ordinary resolution 3: Election of Harvey McGrath as a director**

Shareholders will be asked to elect me as a director following my appointment as a director by the Board with effect from 1 September 2008. Brief biographical details are included in Appendix 1 to this document and in the Annual Report 2008. I was appointed Chairman of the Board with effect from 1 January 2009.

This resolution will be proposed at the Meeting by James Ross, the senior independent non-executive director.

### **Ordinary resolutions 4 to 6: Re-election of directors**

In line with the Company's current Articles of Association (Current Articles) and the provisions of the Combined Code, all directors must retire as directors at least every three years, and therefore Mark Tucker, Michael McLintock and Nick Prettejohn will retire and stand for re-election. Brief biographical details of directors standing for re-election are included in Appendix 1 to this document and in the Annual Report 2008. Following the announcement on 19 March 2009 that Mark Tucker intends to step down as Group Chief Executive on 30 September 2009, Mark will cease to be a director with effect from that date.

The Board unanimously recommends the re-election of Mark Tucker, Michael McLintock and Nick Prettejohn.

### **Ordinary resolutions 7 and 8: Re-appointment of auditor**

Shareholders will be asked to confirm the re-appointment of KPMG Audit Plc as the Company's auditor to hold office until the conclusion of the next annual general meeting and to grant authority to the directors to determine its remuneration.

### **Ordinary resolution 9: Declaration of final dividend for 2008**

Shareholders will be asked to approve the payment of a final dividend of 12.91 pence per ordinary share for the year ended 31 December 2008, as recommended by the directors. If you approve the recommended final dividend, it will be payable on 22 May 2009 to all shareholders on the register of members at the close of business on the record date, 14 April 2009.

### **Ordinary resolutions 10 and 11: Authority to allot ordinary shares**

At last year's annual general meeting, shareholders passed a resolution giving the directors authority to allot ordinary shares in the Company. That power will expire at the conclusion of this year's Meeting. Accordingly, the Notice includes a resolution to renew this authority.

In line with previous annual authorities to allot ordinary shares, resolution 10 is proposed to authorise the directors to allot ordinary shares up to an aggregate nominal value of £41,611,000 (representing 832,220,000 ordinary shares in the Company), which is approximately one-third of the issued ordinary share capital of the Company as at 27 March 2009, the latest practicable date prior to publication of this Notice.

In line with recent guidance issued by the Association of British Insurers, resolution 11 is proposed to give directors additional authority in the case of a rights issue to allot ordinary shares in favour of ordinary shareholders up to an aggregate nominal amount equal to £83,223,000 (representing 1,664,460,000 ordinary shares) less the nominal amount of any shares issued under resolution 10. This amount (before any reduction) is approximately two-thirds of the issued ordinary share capital of the Company as at 27 March 2009, the latest practicable date prior to publication of this Notice.

The directors have no immediate plans to make use of these authorities, with the exception of issues of further ordinary shares in accordance with the Company's obligations under its various executive and employee share plans and its scrip dividend scheme. This renewed authority, which complies with institutional investment guidelines, will replace the existing authority in respect of ordinary shares and will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company in 2010.

### **Ordinary resolution 12: Renewal of authority to allot preference shares**

At the 2004 annual general meeting, shareholders passed a resolution giving the directors authority to allot preference shares. That authority will expire at the conclusion of this year's Meeting and it is proposed to authorise the directors to allot Sterling Preference Shares up to a maximum nominal value of £20 million (representing two billion Sterling Preference Shares in the Company), to allot Dollar Preference Shares up to a maximum nominal value of US\$20 million (representing two billion Dollar Preference Shares in the Company), and to allot Euro Preference Shares up to a maximum nominal value of €20 million (representing two billion Euro Preference Shares in the Company). The renewal of this authority is primarily sought to preserve the Company's ability to structure hybrid capital issues which it might decide to make based on future financing needs and market conditions. The directors have no immediate plans to make use of this authority, which will expire in five years from the date of this resolution.

### **Special resolution 13: Renewal of authority for disapplication of pre-emption rights**

At last year's annual general meeting, shareholders passed a special resolution giving the directors authority to allot equity securities for cash without first being required to offer such securities to existing shareholders in proportion to their existing holding, by the limited disapplication of Section 89 of the Companies Act 1985. That power will expire at the conclusion of this year's Meeting. Accordingly, the Notice includes a resolution to renew this authority.

This authority only extends (apart from rights issues) to the issue of ordinary shares, including the sale of any ordinary shares held in treasury in accordance with the provisions of The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003. As at 27 March 2009, the Company held no treasury shares.

The authority is sought for a maximum nominal value of £6,242,000 (representing 124,840,000 ordinary shares in the Company), which is approximately five per cent of the total issued ordinary share capital of the Company as at 27 March 2009. As regards to rights issues, the directors believe the mechanics and delay of the procedure under Section 89 are unduly restrictive and are therefore also seeking continuation of its disapplication in these circumstances. This renewed authority, which complies with institutional investment guidelines, will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company in 2010.

The directors confirm their intention to adhere to the provisions in the Principles of the Pre-Emption Group's Statement regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders. The directors also confirm that usage of the authority has not exceeded 7.5 per cent over the last three years.

### **Special resolution 14: Renewal of authority for purchase of own shares**

The directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Although the directors have no immediate plans to make such purchases, they would like to be able to act if circumstances arose in which they considered such purchases to be desirable. Purchases would only be made if their effect would be to increase earnings per share and they would be for the benefit of shareholders generally.

Accordingly, this resolution is proposed to authorise the Company to make market purchases of its ordinary shares up to a maximum nominal value of £12,484,000 (representing 249,680,000 ordinary shares which is approximately 10 per cent of the Company's issued share capital as at 27 March 2009) at prices not exceeding 105 per cent of the average middle market quotations as derived from the Daily Official List of the London Stock Exchange for the shares for the five business days before the purchase is made.

Following the introduction of The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, companies are now permitted to retain any of their own shares which they have purchased as treasury shares with a view to possible re-issue at a future date, rather than cancelling them as had previously been required by legislation. If the Company were to purchase any of its own ordinary shares, it would consider holding them as treasury shares, pursuant to the authority conferred by this resolution. This would enable the Company to re-issue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. The directors have no immediate plans to exercise this authority, which will expire at the earlier of the conclusion of the annual general meeting of the Company in 2010 or 18 months from the date of this resolution.

### **Special resolution 15: Amendments to Articles of Association – Companies Act 2006**

We are asking shareholders to approve a number of amendments to the Current Articles to take account of changes in English company law brought about by the Companies Act 2006. The Companies Act 2006 is being implemented in phases with the final phase coming into force on 1 October 2009. Accordingly the resolution adopting the proposed Articles of Association (the New Articles) will only become effective on 1 October 2009 when all the provisions of the Companies Act 2006 are in force.

An explanation of the main differences between the Current Articles and the New Articles is set out in Appendix 2. Other differences, which are of a minor, technical or clarifying nature, have not been noted in Appendix 2. A copy of the New Articles showing all the differences between the Current Articles and the New Articles is available for inspection, as noted on page 14 of this document, and is available on the Company's website: <http://www.prudential.co.uk/prudential-plc/investors/agminfo/2009/>.

### Special resolution 16: Notice for general meetings

The Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the Meeting so that we can continue to be able to do so after the Directive is implemented. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice after August 2009.

### Recommendation

The directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all proposed resolutions, as the directors intend to do in respect of their own beneficial holdings.

### Action to be taken

#### *Appointment of a proxy*

If you are unable to attend and vote at the Meeting, you are entitled to appoint one or more proxies to attend and vote on your behalf. There are three methods of appointing a proxy:

- (a) by completing, signing and returning the enclosed Form of Proxy in the envelope provided;
- (b) by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk); or if you have a portfolio registered with our registrar by logging onto [www.shareview.co.uk](http://www.shareview.co.uk); or
- (c) if you are a member of CREST, by using the CREST electronic proxy appointment service.

Please read the notes to the enclosed Form of Proxy which give further details about these different methods and the deadlines by which your appointment of a proxy must reach our registrar. Completion of a Form of Proxy, or the appointment of a proxy electronically, will not stop you from attending the Meeting and voting in person should you so wish.

### Notice of the Meeting

The Notice is set out on pages 6 to 8.

Yours sincerely



**Harvey McGrath**  
Chairman

# Notice of Annual General Meeting 2009

Prudential plc (the Company), incorporated and registered in England and Wales (registered number 1397169), gives notice that the Annual General Meeting of the Company for the year 2009 (the Meeting) will be held in the Churchill Auditorium at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 14 May 2009 at 11.00am for the transaction of the following business.

You will be asked to consider and pass the resolutions below. Resolutions 13 to 16 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. All other resolutions will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

## **The Meeting will begin by considering and, if thought fit, passing the following resolutions as ordinary resolutions:**

1. To receive and consider the Directors' Report and the Financial Statements for the year ended 31 December 2008 with the related Auditor's Report;
2. To approve the Directors' Remuneration Report for the year ended 31 December 2008;
3. To elect Harvey McGrath as a director;
4. To re-elect Mark Tucker as a director;
5. To re-elect Michael McLintock as a director;
6. To re-elect Nick Prettejohn as a director;
7. To re-appoint KPMG Audit Plc as the Company's auditor until the conclusion of the next general meeting at which the Company's accounts are laid;
8. To authorise the directors to determine the amount of the auditor's remuneration;
9. To declare a final dividend of 12.91 pence per ordinary share of the Company for the year ended 31 December 2008, which shall be payable on 22 May 2009 to shareholders on the register of members at the close of business on 14 April 2009;

## **Renewal of authority to allot ordinary shares**

10. THAT, without prejudice to any other authority conferred on the directors by or pursuant to Article 12 of the Company's Articles of Association, the authority conferred on the directors by Article 12 of the Company's Articles of Association to allot generally and unconditionally relevant securities (as defined in Section 80 of the Companies Act 1985) be renewed in respect of ordinary shares for a period expiring at the earlier of 30 June 2010 (the last date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company in 2010 and for that period the section 80 amount in respect of the Company's ordinary shares shall be £41,611,000;

## **Additional authority to allot ordinary shares for rights issues**

11. THAT the Board be authorised to allot relevant securities (as defined in the Companies Act 1985) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £83,223,000 (after deducting from such limit any relevant securities allotted under resolution 10 above) in connection with an offer by way of a rights issue:
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the earlier of 30 June 2010 (the last date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company in 2010 but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended; and

### Renewal of authority to allot preference shares

12. THAT, without prejudice to any other authority conferred on the directors, the authority conferred on the directors by Article 12 of the Company's Articles of Association to allot generally and unconditionally preference shares denominated in Sterling, Dollar or Euro be renewed for a period expiring five years from the date of this resolution and for that period the section 80 amount in respect of the Company's preference shares shall be £20 million in respect of the Sterling Preference Shares, US\$20 million in respect of the Dollar Preference Shares and €20 million in respect of the Euro Preference Shares.

**The Meeting will then consider and, if thought fit, pass the following resolutions as special resolutions:**

### Renewal of authority for disapplication of pre-emption rights

13. THAT the directors be and are hereby authorised to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash pursuant to the power conferred on the directors by Article 13 of the Company's Articles of Association and for this purpose allotment of equity securities shall include a sale of relevant shares as provided in Section 94(3A) of that Act as if Section 89(1) of that Act did not apply to such allotment provided that (i) the maximum aggregate nominal amount of equity securities that may be allotted or sold pursuant to the authority under Article 13(b) is £6,242,000 and (ii) the authority conferred by this resolution shall expire at the earlier of 30 June 2010 (the last date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company in 2010 and so that in connection with an allotment of shares pursuant to Article 13(a) the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

### Renewal of authority for purchase of own shares

14. THAT the Company be and is hereby generally and unconditionally authorised, pursuant to Article 58 of the Company's Articles of Association and in accordance with Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of five pence each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 249,680,000;
- (b) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as 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;
- (c) the minimum price (exclusive of expenses) which may be paid for each ordinary share is five pence;
- (d) further provided that this authority shall, unless renewed, varied or revoked prior to such time, expire at the earlier of the conclusion of the annual general meeting of the Company in 2010 or 18 months from the date of this resolution, save that the Company may before such expiry make a contract or contracts to purchase ordinary shares under the authority hereby conferred which would or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the power conferred hereby had not expired; and
- (e) all ordinary shares purchased pursuant to said authority shall be either:
  - a. cancelled immediately upon completion of the purchase; or
  - b. be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 1985;

## Amendments to Articles of Association – Companies Act 2006

15. THAT with effect from 00.01 on 1 October 2009:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as part of the Company's Articles of Association; and
- (b) the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association; and

## Notice for general meetings

16. THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

## Other business

To transact any other business appropriate to be dealt with at an annual general meeting.

By order of the Board of directors



## Peter Maynard

Company Secretary  
Prudential plc  
Laurence Pountney Hill  
London  
EC4R 0HH

Registered in England and Wales. No. 1397169

14 April 2009

## Notes to Notice of Meeting

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, members must specify the number of shares each proxy is entitled to exercise. A proxy need not be a shareholder of the Company.
2. Members' attention is drawn to the Form of Proxy accompanying this Notice. A proxy may be appointed by any of the following methods:
  - Completing and returning the enclosed Form of Proxy;
  - Electronic proxy appointment by logging onto the Equiniti website [www.sharevote.co.uk](http://www.sharevote.co.uk)  
Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, which are printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with Equiniti's on-line portfolio service Shareview, you can submit your proxy by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote under your Prudential holding details. Instructions are given on the website;or
  - If you are a member of CREST, by using the CREST electronic appointment service.

**IMPORTANT:** Whichever method you choose, your instructions or Form of Proxy must be received by the Company's registrar no later than 11.00am on 12 May 2009.
3. If you are a registered shareholder and do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti on 0871 384 2035.
4. To be valid any Form of Proxy or other instrument appointing a Form of Proxy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZP no later than 11.00am on Tuesday 12 May 2009.
5. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the Meeting and voting in person if he/she wishes to do so.
6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by registered shareholders of the Company.
8. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on 12 May 2009 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

9. As at 27 March 2009 (being the latest practicable day prior to the publication of this Notice) the Company's issued share capital consists of 2,496,947,688 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 27 March 2009 is 2,496,947,688. The Company does not hold any shares in treasury. The issued share capital of the Company as at the date of the Meeting will be announced at the Meeting.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am on 12 May 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. The Company will continue its practice of calling a poll on all resolutions at the Meeting. The voting results, which will include all votes cast for and against each resolution at the Meeting, and all proxies lodged prior to the Meeting which will include votes cast for and against each resolution, will be announced at the Meeting and published on the Company's website as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld at the Meeting and on its website. This practice provides shareholders present with sufficient information regarding the level of support and opposition to each resolution, and ensures all votes cast either at the Meeting or through proxies are included in the result. Shareholders will again be given the opportunity to put questions to the Board on matters relating to the Group's operation and performance.

15. In order to facilitate voting by multiple corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Letters of Representation should clearly state the rights of corporate representatives to attend, speak or vote at the Meeting as the case may be, as the Company will follow the wording in such letters and no corporate representatives will be permitted to vote unless the Letter of Representation specifies this entitlement. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above. In particular, the Company notes the recommendation of the Institute of Chartered Secretaries and Administrators that corporate shareholders intending to vote part(s) of their shareholdings in different ways appoint proxies rather than corporate representatives.

### Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours at Laurence Pountney Hill, London EC4R 0HH, the registered office of the Company, on Mondays to Fridays (public holidays excepted) from the date of this Notice and at the place of the Meeting, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, from 10.45am on 14 May 2009 until the conclusion of the Meeting:

- copies of the service contracts and details of other benefits between the Prudential Group and the executive directors;
- copies of the letters of appointment and details of other benefits between the Company and the non-executive directors;
- a copy of the letter of appointment and details of other benefits between the Company and the Chairman; and
- a copy of the proposed new Memorandum and Articles of Association of the Company, and a copy of the existing Memorandum and Articles of Association of the Company marked to show the changes being proposed in resolution 15.

## Appendix 1 – Biographies of directors standing for election and re-election

### **Harvey McGrath** Chairman and Chairman of the Nomination Committee

Harvey McGrath has been an independent non-executive director of Prudential since 1 September 2008, and became Chairman and Chairman of the Nomination Committee on 1 January 2009. Harvey has a long and distinguished career in the international financial services industry. He started his career at Chase Manhattan Bank in London and New York. From 1980 to 2007 he worked for Man Group plc starting as Treasurer, then Finance Director, then President of Man Inc. in New York, before being appointed as Chief Executive of Man Group in London in 1990, and then Chairman in 2000. He left Man Group in 2007.

Harvey is also Chairman of the London Development Agency, which works for the Mayor of London, coordinating economic development and regeneration across the capital, and Vice Chairman of the London Skills and Employment Board, which is tasked with developing a strategy for adult skills in London. He is the former Chairman of both London First and the East London Business Alliance, and a Member of the International Advisory Board of the School of Oriental and African Studies.

Harvey is a trustee of a number of charities including New Philanthropy Capital, a research based charity which gives advice and guidance to donors and charities; the Royal Anniversary Trust which operates the Queen's Anniversary Prizes for Higher and Further Education; ISS, which protects the rights and welfare of children and vulnerable adults across borders; icould, an online careers resource; and the Prince's Teaching Institute, which promotes subject based professional development for teachers.

### **Mark Tucker ACA** Group Chief Executive (until 30 September 2009)

Mark Tucker was re-appointed as an executive director of Prudential in May 2005, when he also became Group Chief Executive. From May 2004 to March 2005, he was Group Finance Director, HBOS plc and a director of Halifax plc. Previously, Mark was an executive director of Prudential from 1999 to 2003, and from 1993 to 2003 he was Chief Executive of Prudential Corporation Asia, and also held senior positions in Prudential's businesses in the UK and US. Mark first joined Prudential in 1986, having previously been a tax consultant at PriceWaterhouse UK in London.

### **Michael McLintock** Executive director

Michael McLintock has been an executive director of Prudential since September 2000. He is also Chief Executive of M&G, a position he held at the time of M&G's acquisition by Prudential in 1999. Michael joined M&G in 1992. He previously also served on the board of Close Brothers Group plc as a non-executive director (2001-2008). Since October 2008 he has been a Trustee of the Grosvenor Estate.

### **Nick Prettejohn** Executive director

Nick Prettejohn has been an executive director of Prudential and Chief Executive, Prudential UK & Europe since January 2006. He is also a board member of the ABI, Chairman of the Financial Services Practitioner Panel (having previously been Deputy Chairman), and a board member of the Royal Opera House. Previously, he was Chief Executive of Lloyd's of London from 1999 until 2005. Nick joined the Corporation of Lloyd's in 1995 as Head of Strategy, and played a key role in the Reconstruction and Renewal process, which reorganised Lloyd's after the losses of the late 1980s and early 1990s. Following the successful completion of the reorganisation in 1996, he became Managing Director of Lloyd's Business Development Unit and in 1998, he also assumed responsibility for Lloyd's North America business unit. Prior to his appointment to Lloyd's, Nick was responsible for corporate strategy at National Freight Corporation plc, and prior to that he was a partner at management consultants Bain and Co and a director of private equity company Apax Partners.

## Appendix 2 – Explanatory notes of principal changes to the Company's Articles of Association

It is proposed in resolution 15 to adopt new Articles of Association (the New Articles) in order to update the Company's current Articles of Association (the Current Articles) primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in this Appendix 2. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in this Appendix 2. The New Articles marked to show all the changes to the Current Articles are available for inspection, as noted on page 11 of this document and are available from the Company's website: <http://www.prudential.co.uk/prudential-plc/investors/agminfo/2009/>.

### The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of the original subscribers and the number of shares each subscriber agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum will be deemed to be contained in a company's articles of association unless the company passes a special resolution to the contrary.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. The Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's

Articles of Association as of 1 October 2009 to allow it to have the widest possible scope for its activities. Resolution 15(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability the New Articles also contain an express statement regarding the limited liability of shareholders.

### Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital. A consequence of resolution 15(a) would be the removal of this limitation from the Company's constitution and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

### Redeemable shares

At present, if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the company's articles. The New Articles contain such an authorisation.

At the Company's 2004 Annual General Meeting, the Company obtained authority to allot preference shares, which authority it is seeking to renew at this meeting. The directors have no immediate plans to make use of this authority, though it may at its sole discretion opt to do so pursuant to convertible debt instruments it issued in 2004. Certain terms of the unissued preference shares, including terms of redemption, are set out in the Current Articles. To permit the Board the maximum flexibility offered by the Companies Act 2006, these provisions have not been included in the New Articles. In the event such preference shares were to be allotted, the Board would attach appropriate rights in accordance with the Companies Act 2006 and the terms of the debt instruments.

### **Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital**

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

### **Use of seals**

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

For consistency with the Companies Act 2006 changes to the execution of documents by companies, the New Articles provide an alternative option for affixing a seal. Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

### **Vacation of office by directors**

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

### **Suspension of registration of share transfers**

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

### **Change of name**

Currently, a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

**Prudential public limited company**

Incorporated and registered in England  
and Wales

**Registered office:**

Laurence Pountney Hill  
London EC4R 0HH

Registered number: 1397169

Prudential plc is a holding company,  
some of whose subsidiaries are authorised  
and regulated by the Financial Services  
Authority (FSA)

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