

**Prudential plc**  
**ANNUAL GENERAL MEETING 2013**  
**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 Annual General Meeting (the "Annual General Meeting") of Prudential plc (the "Company"). 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 Annual General Meeting to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, United Kingdom on Thursday, 16 May 2013 at 11.00 a.m. London time (6.00 p.m. Singapore time) and at any adjournment thereof, as indicated:-

No.	Resolutions for Annual General Meeting	For	Against	Vote Withheld
1.	To receive the Directors' Report and the Financial Statements . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the Directors' Remuneration Report . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend of 20.79 pence per ordinary share of the Company . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To elect Mr Philip Remnant as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect Sir Howard Davies as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-elect Mr Robert Devey as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-elect Mr John Foley as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-elect Mr Michael Garrett as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-elect Ms Ann Godbehere as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To re-elect Mr Alexander Johnston as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	To re-elect Mr Paul Manduca as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-elect Mr Michael McLintock as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	To re-elect Mr Kaikhushru Nargolwala as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	To re-elect Mr Nicolaos Nicandrou as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	To re-elect Mr Barry Stowe as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	To re-elect Mr Tidjane Thiam as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	To re-elect Lord Turnbull as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	To re-elect Mr Michael Wells as a director . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	To re-appoint KPMG Audit Plc as auditor . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	To authorise the directors to determine the amount of the auditor's remuneration . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21.	Renewal of authority to make political donations . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22.	Renewal of authority to allot ordinary shares . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23.	Extension of the authority to allot ordinary shares to include repurchased shares . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24.	Adoption of the rules of the Prudential 2013 Savings-Related Share Option Scheme . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25.	Adoption of the rules of the Prudential Long Term Incentive Plan . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26.	Renewal of authority for disapplication of pre-emption rights . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27.	Renewal of authority for purchase of own shares . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28.	Renewal of authority in respect of notice for general meetings . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct CDP to suspend all transfers of shares out of my Securities Account to which this Voting Instruction Form relates as at 8 May 2013 (the "receipt date") until 14 May 2013. I/We understand that I/we will not be able to settle sale trades or transfer such shares out of my/our Securities Account until 15 May 2013 (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.**

<b>Please indicate CDP Securities Account Number:</b>	
---	--

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013

**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 Annual 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 Annual 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 5.00 p.m. on 8 May 2013. CDP will then freeze such shares in respect of which voting instructions or nomination instructions are given in the CDP Securities Account until 14 May 2013, being two business days before the Annual 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 from 8 May 2013, being the receipt date until 15 May 2013, being the release date. Otherwise, the trade will 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 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 Annual 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 8 May 2013, being the receipt date and have elected for HKSCC (acting through CDP) to appoint you as its proxy to attend and vote at the Annual 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 Forms 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 if 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 Annual 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 (as defined below), 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 8 May 2013 (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 Annual 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 8 May 2013, 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.