

**Prudential plc (the Company)
Court Meeting 7 June 2010 Form of Proxy**



PRUDENTIAL

1499-025-S

Before completing this form, please read the Notice of Court Meeting (the "Notice") on pages 65 to 66 of the circular of the Company dated 17 May 2010 (the "Circular") accompanying this Form of Proxy and the explanatory notes on the reverse of this Form of Proxy. You are also referred to the

unanimous recommendation of the board of directors of the Company in respect of the resolution proposed in this Notice which can be found on page 25 of the Circular.

Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

Fold here

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting OR the following person (see note 2 on the reverse)

<input type="text"/>	shares
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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the Court Meeting of the Company to be held on 7 June 2010 at 11.15 am (or as soon thereafter as the Company's Annual General Meeting concludes or is adjourned) and at any adjournment thereof.

At the Court Meeting (or any adjourned meeting), my/our proxy is to vote on my/our behalf for or against the proposed scheme of arrangement (either with or without any modification as my/our proxy may approve) as indicated by my signature in the appropriate box below.

FOR the said Scheme

AGAINST the said Scheme

Signed <input type="text"/>	Signed <input type="text"/>
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Dated 2010

In the case of joint holders, the signature of any one holder is sufficient.

Please tick here if the appointment being made by this Form of Proxy is one of multiple appointments being made (see note 3 on the reverse).

Prudential plc. Incorporated and registered in England and Wales. Registered number 1397169. Registered office: Laurence Pountney Hill, London EC4R 0HH
Prudential plc is a holding company, some of whose subsidiaries are authorised and regulated by the Financial Services Authority (FSA).

Prudential plc – Attendance Card
Court Meeting 7 June 2010

Detach here

**Prudential plc (the Company)
General Meeting 7 June 2010 Form of Proxy**



PRUDENTIAL

1499-026-S

Before completing this form, please read the Notice of General Meeting (the "Notice") on pages 67 to 70 of the Circular of the Company dated 17 May 2010 (the "Circular") accompanying this Form of Proxy and the explanatory notes on the reverse of this Form of Proxy. You are also referred to the

unanimous recommendation of the board of directors of the Company in respect of the resolutions proposed in this Notice which can be found on page 25 of the Circular.

Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

Fold here

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting OR the following person (see note 2 on the reverse)

<input type="text"/>	shares
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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on 7 June 2010 at 11.20 am (or as soon thereafter as the Company's Court Meeting concludes or is adjourned) and at any adjournment thereof. I/We have indicated how I/we wish my/our proxy to vote on the following resolutions by marking the appropriate boxes like this X. I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the Meeting as my/our proxy thinks fit. If no indication is given, the proxy will vote or abstain at his/her discretion.

- | | For | Against | Vote Withheld | Discretionary |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Special resolution: approval of matters giving effect to the scheme of arrangement, subject to approval of the scheme of arrangement at the Court Meeting | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Ordinary resolution: authorisation to allot ordinary shares for the proposed rights issue, subject to the passing of resolution 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ordinary resolution: approval of Prudential Group plc's adoption of the executive share plans, subject to the scheme of arrangement referred to in resolution 1 becoming effective | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ordinary resolution: approval of Prudential Group plc's adoption of the all-employees share plans, subject to the scheme of arrangement referred to in resolution 1 becoming effective | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ordinary resolution: authorisation to establish additional employee share schemes for the benefit of overseas employees, subject to the scheme of arrangement referred to in resolution 1 becoming effective | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please tick here if the appointment being made by this Form of Proxy is one of multiple appointments being made (see note 3 on the reverse).

Signed Dated 2010

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Prudential plc – Attendance Card
General Meeting 7 June 2010

Detach here

GENERAL MEETING

Notes:

1. If you wish to attend the General Meeting at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday 7 June 2010 at 11.20 am (or as soon thereafter as the Company's Court Meeting concludes or is adjourned), please bring with you the Attendance Card. You may be asked to produce it to show you have the right to attend and to speak and vote at the Meeting.
2. If you wish to vote at the Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy overleaf. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the Meeting' and enter the name of the proxy into the appropriate space on the Form of Proxy overleaf. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. You may 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 the additional Forms of Proxy in person from Computershare Hong Kong Investor Services Limited ("Computershare") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the end of the Form of Proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together. Please contact Computershare's helpline 2862 8555 for any query.
4. A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the Meeting and voting in person.
5. All times and dates refer to United Kingdom times and dates.

Completion of Form of Proxy

6. If you want your proxy to vote in a certain way on the resolutions specified please place a mark in the relevant boxes. If you select 'Discretionary' or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any additional or amended resolution that is put to the Meeting.
7. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. If your proxy is appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name 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 will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
9. The attention of joint holders is directed to the following extract from the Articles of Association of the Company: 'In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.'
10. To appoint a proxy using the Form of Proxy overleaf, the form and any power of attorney or any other authority (or a copy of such authority certified notari ally) under which it is signed must be:
 - completed and signed;
 - sent to Computershare; and
 - received by Computershare not later than 6.00 p.m. on 3 June 2010.

A corporation is requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.

FURTHER INFORMATION

Circular and Explanatory Statement and Notices of Court Meeting and General Meeting (the Circular) mailing

Shareholders will have received a copy of the Circular or a notification by post that the Circular is available to view on the Company's website. The Circular can be accessed directly at the following address: www.prudential.co.uk/transaction.

ELECTRONIC PROXY APPOINTMENT

A proxy may also be appointed electronically as follows:

Electronic proxy appointment

An electronic proxy appointment may be made by logging onto the Company's principal registrar, Equiniti Limited's website www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, which can be obtained if email addresses and telephone numbers are provided to Computershare at the time of collecting the Forms of Proxy. The three sets of numbers will be sent to shareholders by email. Full details of the procedures are given on the website. Alternatively, if you have already registered with Equiniti Limited's on-line portfolio service Shareview, you can submit your proxy by logging onto your portfolio at www.shareview.co.uk, and clicking on the link to vote under your Prudential holding details. Instructions are given on the website.

IMPORTANT: In any case your instructions or Form of Proxy must be received by the Computershare no later than 6.00 p.m. on 3 June 2010. Please note that any instruction sent in electronic form found to contain a computer virus will not be accepted.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Further details are included on pages 67 to 70 of the Circular.

Unless otherwise defined, terms used herein bear the same meanings as defined in the Circular.

Prudential plc – Attendance Card General Meeting 7 June 2010

To be held at:

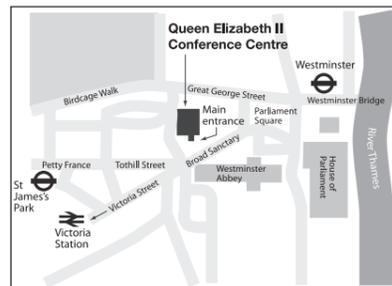
The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday 7 June 2010 at 11.20 a.m. (or as soon thereafter as the Company's Court Meeting concludes or is adjourned).

Special arrangements have been made to help shareholders who are in any way physically disabled or those who are hard of hearing.

By Underground – the nearest tube stations are St James's Park and Westminster on the District and Circle lines. Westminster is also on the Jubilee line.

By Bus – Bus routes 24, 11 and 211 all stop nearby.

Please bring this attendance card with you to the Meeting.



COURT MEETING

Notes:

1. If you wish to attend the Court Meeting at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday 7 June 2010 at 11.15 am (or as soon thereafter as the Company's Annual General Meeting concludes or is adjourned), please bring with you the Attendance Card. You may be asked to produce it to show you have the right to attend and to speak and vote at the Meeting.
2. If you wish to vote at the Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy overleaf. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the Meeting' and enter the name of the proxy into the appropriate space on the Form of Proxy overleaf. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
3. You may 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 the additional Forms of Proxy in person from Computershare Hong Kong Investor Services Limited ("Computershare") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the end of the Form of Proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together. Please contact Computershare's helpline 2862 8555 for any query.
4. A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the Meeting and voting in person.
5. All times and dates refer to United Kingdom times and dates.

Completion of Form of Proxy

6. If you want your proxy to vote in a certain way at the Meeting please indicate by signature in the appropriate box. 'FOR the said Scheme' or 'AGAINST the said Scheme'. If you fail to sign, your proxy form will be invalid.
7. If your proxy is appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name 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 will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
8. The attention of joint holders is directed to the following extract from the Articles of Association of the Company: 'In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.'
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 - completed and signed;
 - sent to Computershare; and
 - received by Computershare not later than 6.00 p.m. on 3 June 2010.

If the Form of Proxy is not so lodged, it may be handed to the chairman of the Meeting, at the Meeting.

A corporation is requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.

FURTHER INFORMATION

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Further details are included on pages 65 to 66 of the Circular.

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Prudential plc – Attendance Card Court Meeting 7 June 2010

To be held at:

The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday 7 June 2010 at 11.15 a.m. (or as soon thereafter as the Company's Annual General Meeting concludes or is adjourned).

Special arrangements have been made to help shareholders who are in any way physically disabled or those who are hard of hearing.

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