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PRUDENTIAL

Prudential plc

英國保誠有限公司*

(Incorporated and registered in England and Wales under the number 01397169)

(Stock code: 2378)

OVERSEAS REGULATORY ANNOUNCEMENT

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS /
PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY
OR CONNECTED PERSONS**

1. Name of the *issuer*

Prudential plc

2. State whether the notification relates to (i) a transaction notified in accordance with *DTR* 3.1.2R; (ii) a disclosure made in accordance LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006)

(i)

3. Name of *person discharging managerial responsibilities/director*

M Coltman

R Devey

M McLintock

N Nicandrou

B Stowe

T Thiam

M Wells

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

Relates to persons named in 3 above.

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

Relates to persons named in 3 above.

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

Ordinary shares of 5p each and ADRs.

7. Name of registered shareholder(s) and, if more than one, the number of *shares* held by each of them

M Coltman, R Devey, M McLintock, N Nicandrou, B Stowe, T Thiam and M Wells.

8. State the nature of the transaction

Transaction 1

Grant of Deferred Award of shares for 2010 under the Annual Incentive Plan for M Coltman, R Devey, M McLintock, N Nicandrou and T Thiam.

Grant of Deferred Award of ADRs for 2010 under the Annual Incentive Plan for B Stowe.

Grant of Deferred award of ADRs for 2010 under the Group Deferred Share Plan (JNL) for M Wells.

Transaction 2

Release of on appointment awards:

N Nicandrou - ordinary shares being released as per the terms of the original award letter dated 27 November 2009.

T Thiam - ordinary shares being released as per the terms of the original award letter dated 26 March 2008.

Transaction 3

Release of conditional award and dividend equivalents given under the Prudential Group Performance Share Plan for M McLintock and T Thiam.

Acquisition of shares

Disposal of shares to fund tax liability

Transaction 4

Release of conditional awards under the Prudential Group Performance Share Plan and the Prudential Business Unit Performance Plan for B Stowe.

Acquisition of shares

Disposal of shares to fund tax liability

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

M Coltman

Transaction 1 - 23,576 ordinary shares

R Devey

Transaction 1 - 44,987 ordinary shares

M McLintock

Transaction 1 - 75,136 ordinary shares

Transaction 3 - 54,026 ordinary shares

N Nicandrou

Transaction 1 - 46,394 ordinary shares

Transaction 2 - 29,957 ordinary shares

B Stowe

Transaction 1 - 27,122 ADRs (each ADR representing 2 Prudential plc Ordinary shares of 5p each)

Transaction 4 - 138,822 ordinary shares

T Thiam

Transaction 1 - 213,550 ordinary shares

Transaction 2 - 49,131 ordinary shares

Transaction 3 - 351,182 ordinary shares

M Wells

Transaction 1 - 43,754 ADRs (each ADR representing 2 Prudential plc Ordinary shares of 5p each)

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

M Coltman – less than 0.001%

R Devey – less than 0.002%

M McLintock – less than 0.006%

N Nicandrou – less than 0.003%

B Stowe – less than 0.008%

T Thiam – less than 0.03%

M Wells – less than 0.004%

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

M McLintock

Transaction 3 – 27,609 ordinary shares

N Nicandrou

Transaction 2 – 15,310 ordinary shares

B Stowe

Transaction 4 – 69,551 ordinary shares

T Thiam

Transaction 2 – 25,108 ordinary shares

Transaction 3 – 179,462 ordinary shares

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

M McLintock – less than 0.002%

N Nicandrou – less than 0.0007%

B Stowe – less than 0.003%

T Thiam – less than 0.009%

13. Price per share or value of transaction

Acquisition

Transaction 1 (M Coltman, R Devey, M McLintock, N Nicandrou, T Thiam) - ordinary shares £7.35

Transaction 1 (B Stowe, M Wells) - ADRs USD 23.69

Disposal

Transactions 2, 3 and 4 (M McLintock, N Nicandrou, B Stowe, T Thiam) ordinary shares £7.2229

14. Date and place of transaction

30 March 2011, London

30 March 2011, NYSE

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

M Coltman – 115,837 ordinary shares, less than 0.005%

R Devey – 573,221 ordinary shares, less than 0.03%

M McLintock – 862,999 ordinary shares, less than 0.04%

N Nicandrou – 689,212 ordinary shares, less than 0.03%

T Thiam – 1,443,247 ordinary shares, less than 0.06%

B Stowe – 1,016,581 ordinary shares (made up of 401,641 ADRs representing 803,282 ordinary shares and 213,299 ordinary shares), less than 0.04%

M Wells – 702,872 ordinary shares (made up of 351,436 ADRs representing 702,872 ordinary shares), less than 0.03%

16. Date issuer informed of transaction

30 March 2011

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

N/A

24. Name of contact and telephone number for queries

Jennie Webb, Share Plans Advisor, +44 20 7548 2027

Name of duly authorised officer of issuer responsible for making notification

Clive Burns, Head of Group Secretariat, +44 20 7548 3805

Date of notification

31 March 2011

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

Notes: This form is intended for use by an *issuer* to make an *RIS* notification required by *DR* 3.3.

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8,13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

As at the date of this announcement, the Board of Directors of Prudential plc comprises:

Chairman

Harvey Andrew McGrath

Executive Directors

Cheick Tidjane Thiam (*Group Chief Executive*)

Nicolaos Andreas Nicandrou ACA

Robert Alan Devey

John William Foley

Michael George Alexander McLintock

Barry Lee Stowe

Michael Andrew Wells

Independent Non-executive Directors

Keki Bomi Dadiseth FCA

Howard John Davies

Michael William Oliver Garrett

Ann Frances Godbehere FCGA

Bridget Ann Macaskill

Paul Victor Falzon Sant Manduca

Kathleen Anne O'Donovan ACA

James Hood Ross

Lord Andrew Turnbull KCB CVO

* *For identification purpose*