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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, J Foley, P Goerke, M McLintock, J Murray, 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

American Depository Receipts (ADRs) - representing a ratio 1 ADR equals 2 ordinary shares

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

BWCI Trust Company Limited

8. State the nature of the transaction

Awards given under the Prudential Group Performance Share Plan and Prudential Business Unit Performance Plan, see section 9.

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

M Coltman

Prudential Group Performance Share Plan - 67,578 ordinary shares

R Devey

Prudential Group Performance Share Plan - 76,242 ordinary shares

Prudential Business Unit Performance Plan - 76,242 ordinary shares

J Foley

Prudential Group Performance Share Plan - 152,484 ordinary shares

P Goerke

Prudential Group Performance Share Plan - 107,570 ordinary shares

M McLintock

- Prudential Group Performance Share Plan - 48,517 ordinary shares

J Murray

- Prudential Group Performance Share Plan - 68,756 ordinary shares

N Nicandrou

- Prudential Group Performance Share Plan - 152,484 ordinary shares

B Stowe

- Prudential Group Performance Share Plan - 44,135 American Depository Receipts (ADRs) representing 88,270 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)

- Prudential Business Unit Performance Plan - 44,135 American Depository Receipts

(ADRs) representing 88,270 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)

T Thiam

- Prudential Group Performance Share Plan - 374,279 ordinary shares

M Wells

- Prudential Group Performance Share Plan - 98,824 American Depository Receipts (ADRs) representing 197,648 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)

- Prudential Business Unit Performance Plan - 98,824 American Depository Receipts (ADRs) representing 197,648 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares)

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

M Coltman, less than 0.003%

R Devey, less than 0.006%

J Foley, less than 0.006%

P Goerke, less than 0.005%

M McLintock, less than 0.002%

J Murray, less than 0.003%

N Nicandrou, less than 0.006%

B Stowe, less than 0.007%

T Thiam, less than 0.02%

M Wells, less than 0.02%

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

N/A

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

N/A

13. Price per share or value of transaction

2011 share awards £7.213864

2011 ADR awards US\$23.27364

14. Date and place of transaction

London and New York, 27 May 2011

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 - 183,415 ordinary shares, less than 0.008%

R Devey - 725,705 ordinary shares, less than 0.03%

J Foley - 687,870 ordinary shares, less than 0.03%

P Goerke - 107,570 ordinary shares, less than 0.005%

M McLintock - 911,516 ordinary shares, less than 0.04%

J Murray - 68,756 ordinary shares, less than 0.003%

N Nicandrou - 841,738 ordinary shares, less than 0.04%

B Stowe - 1,193,121 ordinary shares, less than 0.05%

T Thiam - 1,817,526 ordinary shares, less than 0.08%

M Wells - 1,098,168 ordinary shares, less than 0.05%

16. Date issuer informed of transaction

27 May 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 Adviser, +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 May 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 and Michael Andrew Wells

Independent Non-executive Directors

Keki Bomi Dadiseth FCA, Sir Howard John Davies, Michael William Oliver Garrett, Ann Frances Godbehere FCGA, Bridget Ann Macaskill, Paul Victor Falzon Sant Manduca, Kathleen Anne O'Donovan ACA and Lord Andrew Turnbull KCB CVO

* *For identification purposes*