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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, H Davies, R Devey, J Foley, P Goerke, 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*

N/A

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

Notification relates to the 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

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

M Coltman - shares held in trust in the name of BWCI Trust Company Limited

H Davies

R Devey - shares held in trust in the name of BWCI Trust Company Limited

J Foley - shares held in trust in the name of BWCI Trust Company Limited

P Goerke - shares held in trust in the name of BWCI Trust Company Limited

M McLintock - shares held in trust in the name of BWCI Trust Company Limited

N Nicandrou - shares held in trust in the name of BWCI Trust Company Limited

- shares held in the Prudential Group Share Incentive Plan by Yorkshire Building Society Trustees

B Stowe - American Depository Receipts (ADRs) representing Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares) held in trust in the name of BWCI Trust Company Limited

T Thiam - shares held in trust in the name of BWCI Trust Company Limited

M Wells - American Depository Receipts (ADRs) representing Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares) held in trust in the name of BWCI Trust Company Limited

8. State the nature of the transaction

Dividend Re-investment Plan 2012 final dividend on ordinary shares of Prudential plc

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

M Coltman

1,192 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

H Davies

77 ordinary shares

R Devey

2,905 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

John Foley

4,314 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the PruCap Deferred Share Plan

1,109 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

P Goerke

897 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

M McLintock

4,709 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

N Nicandrou

2,943 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

16 ordinary shares acquired in respect of shares held in trust under the Prudential Group Share Incentive Plan

B Stowe

1,824 American Depository Receipts (ADRs) representing 3,648 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares) held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

Tidjane Thiam

9,627 ordinary shares acquired in respect of shares held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

M Wells

1,135 American Depository Receipts (ADRs) representing 2,270 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares) held in trust under Deferred Share Awards under the Group Deferred Bonus Plan

1,162 American Depository Receipts (ADRs) representing 2,324 Prudential plc ordinary shares (Ratio 1 ADR equals 2 ordinary shares) held in trust under Deferred Share Awards under the Prudential Annual Incentive Plan

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

M Coltman - less than 0.00005%

H Davies - less than 0.000004%

R Devey - less than 0.0002%

J Foley - less than 0.0003%

P Goerke - less than 0.00004%
M McLintock - less than 0.0002%
N Nicandrou - less than 0.0002%
B Stowe - less than 0.0002%
T Thiam - less than 0.0004%
M Wells - less than 0.00009%

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

£6.9122 per share, inclusive of 0.5% commission and 0.5% stamp duty

£6.9122 per share - shares held in Trust in the name of BWCI Trust Company Limited – date of transaction 25 May 2012

£6.83 per share - shares held in Trust with Yorkshire Building Society - date of transaction 28 May 2012

US\$21.6 per ADR - ADRs held in Trust in the name of BWCI Trust Company Limited – date of transaction 25 May 2012

14. Date and place of transaction

See section 13 above - London in respect of shares, New York in respect of ADRs

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 - 208,854 ordinary shares, less than 0.009%

H Davies - 3,160 ordinary shares, less than 0.0002%

R Devey - 634,880 ordinary shares, less than 0.03%

J Foley - 566,766 ordinary shares, less than 0.03%

P Goerke - 144,442 ordinary shares, less than 0.006%

M McLintock - 795,503 ordinary shares, less than 0.04%

N Nicandrou - 710,135 ordinary shares, less than 0.03%

B Stowe - 944,389 ordinary shares (made up of 424,542 ADRs representing 849,084 ordinary shares and 95,305 ordinary shares), less than 0.04%

T Thiam - 1,805,046 ordinary shares, less than 0.08%

M Wells - 1,224,570 ordinary shares, (made up of 612,285 ADRs representing 1,224,570 ordinary shares), less than 0.05%

16. Date issuer informed of transaction

28 May 2012 – London, New York

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, Group Secretariat, +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

29 May 2012 – London, New York

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, Alexander Dewar Kerr Johnston CMG FCA, Paul Victor Falzon Sant Manduca, Kaikhushru Shiavax Nargolwala FCA and Lord Andrew Turnbull KCB CVO

* *For identification purposes*