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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 granted 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 - 83,696 Ordinary Shares

R Devey

- Prudential Group Performance Share Plan - 88,273 Ordinary Shares

- Prudential Business Unit Performance Plan - 88,273 Ordinary Shares

J Foley

- Prudential Group Performance Share Plan - 199,433 Ordinary Shares

P Goerke

- Prudential Group Performance Share Plan - 129,468 Ordinary Shares

M McLintock

- Prudential Group Performance Share Plan - 47,079 Ordinary Shares

J Murray

- Prudential Group Performance Share Plan - 109,851 Ordinary Shares

N Nicandrou

- Prudential Group Performance Share Plan - 185,374 Ordinary Shares

B Stowe

- Prudential Group Performance Share Plan - 47,821 American Depository Receipts (ADRs) representing 95,642 Prudential plc Ordinary Shares (Ratio 1 ADR equals 2 Ordinary Shares)

- **Prudential Business Unit Performance Plan - 47,821 American Depository Receipts (ADRs) representing 95,642 Prudential plc Ordinary Shares (Ratio 1 ADR equals 2 Ordinary Shares)**

T Thiam

- **Prudential Group Performance Share Plan - 523,103 Ordinary Shares**

M Wells

- **Prudential Group Performance Share Plan - 99,628 American Depository Receipts (ADRs) representing 199,256 Prudential plc Ordinary Shares (Ratio 1 ADR equals 2 Ordinary Shares)**

- **Prudential Business Unit Performance Plan - 99,628 American Depository Receipts (ADRs) representing 199,256 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 0.004%

R Devey, less than 0.007%

J Foley, less than 0.008%

P Goerke, less than 0.006%

M McLintock, less than 0.002%

J Murray, less than 0.005%

N Nicandrou, less than 0.008%

B Stowe, less than 0.008%

T Thiam, less than 0.03%

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

2012 share awards £7.646667

2012 ADR awards US\$24.24

14. Date and place of transaction

London and New York, 31 May 2012

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 – 292,550 Ordinary Shares, less than 0.02%

R Devey – 811,426 Ordinary Shares, less than 0.04%

J Foley – 766,199 Ordinary Shares, less than 0.04%

P Goerke – 273,910 Ordinary Shares, less than 0.02%

M McLintock – 842,582 Ordinary Shares, less than 0.04%

J Murray - 178,607 Ordinary Shares, less than 0.007%

N Nicandrou – 895,509 Ordinary Shares, less than 0.04%

B Stowe – 1,135,673 Ordinary Shares (made up of 520,184 ADRs representing 1,040,368 Ordinary Shares plus 95,305 Ordinary Shares), less than 0.05%

T Thiam – 2,328,149 Ordinary Shares, less than 0.1%

M Wells – 1,623,082 Ordinary Shares (made up of 811,541 ADRs representing 1,623,082 Ordinary Shares), less than 0.07%

16. Date issuer informed of transaction

31 May 2012

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

1 June 2012

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*