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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)**

## **Notice of Annual General Meeting 2013**

**Prudential plc (the Company), incorporated and registered in England and Wales (registered number 1397169) gives notice that the Annual General Meeting (the Meeting) of the Company for the year 2013 will be held in the Churchill Auditorium at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE at 11.00am London time (6.00pm Hong Kong/Singapore time) on Thursday 16 May 2013 for the transaction of the following business.**

**Shareholders will be asked to consider and pass the following resolutions. Resolutions 1 to 25 (inclusive) will be proposed as ordinary resolutions; resolutions 26 to 28 (inclusive) will be proposed as special resolutions. This means that for each of the resolutions to be passed as ordinary resolutions more than half of the votes cast must be in favour of the resolution. For each of the resolutions to be passed as special resolutions at least three-quarters of the votes cast must be in favour of the resolution.**

**The Meeting will consider and, if thought fit, pass the following resolutions as ordinary resolutions:**

- 1** TO receive and consider the Directors' Report and the Financial Statements for the year ended 31 December 2012 with the related Auditor's Report;
- 2** TO approve the Directors' Remuneration Report for the year ended 31 December 2012;
- 3** TO declare a final dividend of 20.79 pence per ordinary share of the Company for the year ended 31 December 2012, which shall be payable on 23 May 2013 to shareholders who were on the register of members at the close of business on 2 April 2013;
- 4** TO elect Mr Philip Remnant as a director;
- 5** TO re-elect Sir Howard Davies as a director;
- 6** TO re-elect Mr Robert Devey as a director;
- 7** TO re-elect Mr John Foley as a director;
- 8** TO re-elect Mr Michael Garrett as a director;
- 9** TO re-elect Ms Ann Godbehere as a director;
- 10** TO re-elect Mr Alexander Johnston as a director;
- 11** TO re-elect Mr Paul Manduca as a director;
- 12** TO re-elect Mr Michael McLintock as a director;
- 13** TO re-elect Mr Kaikushru Nargolwala as a director;
- 14** TO re-elect Mr Nicolaos Nicandrou as a director;
- 15** TO re-elect Mr Barry Stowe as a director;
- 16** TO re-elect Mr Tidjane Thiam as a director;
- 17** TO re-elect Lord Turnbull as a director;
- 18** TO re-elect Mr Michael Wells as a director;
- 19** TO re-appoint KPMG Audit Plc as the Company's auditor until the conclusion of the next general meeting at which the Company's accounts are laid;
- 20** TO authorise the directors to determine the amount of the auditor's remuneration;

\* For identification purpose

### **Political donations**

**21** THAT the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and are hereby generally and unconditionally authorised for the purposes of sections 366 and 367 of the Companies Act 2006 (the 2006 Act) to make donations to political organisations other than political parties and to incur political expenditure (as such terms are defined in sections 363 to 365 of the 2006 Act) up to a maximum aggregate sum of £50,000, as follows:

(a) such authority shall, unless renewed, varied or revoked by the Company in general meeting prior to such time, expire at the conclusion of the Annual General Meeting to be held in 2014; and

(b) the Company may enter into a contract or undertaking under this authority prior to its expiry, which contract or undertaking may be performed wholly or partly after such expiry, and may make donations to political organisations other than political parties and incur political expenditure in pursuance of such contracts or undertakings as if the said authority had not expired;

### **Renewal of authority to allot ordinary shares**

**22** THAT without prejudice to any other authority conferred on the directors by or pursuant to Article 14 of the Company's Articles of Association, the authority conferred on the directors by Article 14 of the Company's Articles of Association to allot generally and unconditionally relevant securities be renewed in respect of equity securities (as defined in section 560(1) of the 2006 Act) for a period expiring at the earlier of 30 June 2014 and the conclusion of the Annual General Meeting of the Company to be held in 2014 and for a maximum aggregate nominal amount of:

(A) £25,592,184 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (B) or (C) so that in total no more than £42,653,640 can be allotted under paragraphs (A) and (B) and no more than £85,307,280 can be allotted under paragraphs (A), (B) and (C));

(B) £42,653,640 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (C) so that in total no more than £42,653,640 can be allotted under paragraphs (A) and (B) and no more than £85,307,280 can be allotted under paragraphs (A), (B) and (C)) in connection with an offer or invitation:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(C) £85,307,280 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (B) so that in total no more than £85,307,280 can be allotted) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(D) the amount allotted pursuant to the terms of any share scheme of the Company or any of its subsidiary undertakings adopted prior to or on the date of this Meeting;

### **Extension of authority to allot ordinary shares to include repurchased shares**

**23** THAT the authority granted to the directors to allot relevant securities up to a total nominal value of £25,592,184 pursuant to paragraph (A) of resolution 22 set out above be extended by the addition of such number of ordinary shares of five pence each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to resolution 27 set out below, to the extent that such extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 22 exceeding £42,653,640;

### **Share schemes**

**24** THAT the Prudential 2013 Savings-Related Share Option Scheme (the Scheme), the principal terms of which are summarised in Appendix 2 to this Notice, and the rules of which are produced to the Meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved, subject to any changes which may be required to obtain HMRC approval under the relevant tax legislation;

**25** THAT: (A) the Prudential Long Term Incentive Plan (the LTIP), the principal terms of which are summarised in Appendix 3 to this Notice and the rules of which are produced to the Meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved and that the directors be authorised to do all acts and things which they may consider necessary or expedient to carry the LTIP into effect; and

(B) the directors be and are hereby also authorised to approve schedules to the rules of the LTIP, modifying the rules of the LTIP to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules are treated as counting against any limits on individual or overall participation in the LTIP;

**The Meeting will then consider and, if thought fit, pass the following resolutions as special resolutions:**

**Renewal of authority for disapplication of pre-emption rights**

**26** THAT without prejudice to any other authority conferred on the directors by or pursuant to Article 15 of the Company's Articles of Association the directors be and are hereby authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the power conferred on the directors by Article 15 of the Company's Articles of Association and/or to sell any ordinary shares held by the Company as treasury shares for cash as if section 561 of that Act did not apply to such allotment or sale for a period expiring at the earlier of 30 June 2014 and the conclusion of the Annual General Meeting of the Company to be held in 2014 and provided that the maximum aggregate nominal amount of equity securities that may be allotted or sold pursuant to the authority under Article 15(b) is £6,398,046;

**Renewal of authority for purchase of own shares**

**27** THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of its ordinary shares in the capital of the Company:

(A) such authority to be limited:

(i) to a maximum aggregate number of 255,921,842 ordinary shares;

(ii) by the condition that the minimum price which may be paid for each ordinary share is five pence and the maximum price which may be paid for an ordinary share is the highest of:

(a) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the daily official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and

(b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

in each case exclusive of expenses;

(B) such authority shall, unless renewed, varied or revoked prior to such time, expire at the earlier of 30 June 2014 and the conclusion of the Annual General Meeting of the Company to be held in 2014, save that the Company may before such expiry make a contract or contracts to purchase ordinary shares under the authority hereby conferred which would or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the power conferred hereby had not expired; and

(C) all ordinary shares purchased pursuant to said authority shall be either:

(i) cancelled immediately upon completion of the purchase; or

(ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the 2006 Act;

**Notice for general meetings**

**28** THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board of directors



**Alan F. Porter**  
**Group Company Secretary**

Prudential plc  
Laurence Pountney Hill  
London  
EC4R 0HH

Registered in England and Wales No. 1397169

11 April 2013

## Explanatory notes

### **Resolution 1: Directors' Report and Financial Statements for 2012 (the Annual Report)**

The business of the Meeting will begin with a resolution to lay before shareholders the Annual Report. Shareholders will have the opportunity to put questions on the Annual Report to the directors before this resolution is proposed to the Meeting.

The Annual Report is available to view on the Company's website. Shareholders may obtain a copy from the Company's registrar, Equiniti, by calling 0871 384 2035 and quoting their shareholder reference number which may be found on the Form of Proxy. Copies of the Annual Report are also available for collection from CDP. For further information relating to the Meeting and to view the Annual Report and registrars' details please refer to the notes set out on pages 10 to 12 of this Notice.

### **Resolution 2: Directors' Remuneration Report**

As in previous years, shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 December 2012.

The report is set out in full on pages 113 to 143 of the Annual Report.

### **Resolution 3: Declaration of final dividend**

Shareholders will be asked to approve the payment of a final dividend of 20.79 pence per ordinary share for the year ended 31 December 2012, as recommended by the directors. If approved, the recommended final dividend will be payable on 23 May 2013 to shareholders on the register of members at the close of business on the record date of 2 April 2013.

Rule 13.66 of the Hong Kong Listing Rules requires the record date for a final dividend to be at least three business days after shareholders' approval at the general meeting. The effect of Rule 13.66 would significantly delay the payment of the final dividend to the Company's shareholders. The Company therefore sought, and the Hong Kong Stock Exchange granted, a waiver to the Company on 6 January 2012 from strict compliance with Rule 13.66.

### **Resolution 4: Election of Mr Philip Remnant as a director**

Shareholders will be asked to elect Mr Philip Remnant as a director following his appointment by the Board with effect from 1 January 2013. Biographical details are included in Appendix 1 to the Notice and in the Annual Report.

### **Resolutions 5 to 18: Re-election of directors**

In accordance with the provisions of the UK Corporate Governance Code, all incumbent directors will offer themselves for re-election at the Meeting, with the exception of Mr Keki Dadiseth who will retire on 1 May 2013.

Biographical details of all directors standing for re-election are included in Appendix 1 to the Notice and in the Annual Report.

The Board, supported by the work carried out by the Nomination Committee, is actively engaged in succession planning. The Board composition is regularly reviewed to ensure that it retains its effectiveness at all times. As a result of the work carried out over the last year and the evaluation of the effectiveness of the Board and its committees, the Chairman considers that the performance of all of the non-executive directors continues to be effective and that their experience and performance meet the demands of the business in line with the strategy of the Company.

The Board considers all of its non-executive directors to be independent in character and judgement.

The Board recommends the election and re-election of all the directors.

### **Resolutions 19 and 20: Re-appointment and remuneration of auditor**

Shareholders will be asked to approve the re-appointment of KPMG Audit Plc as the Company's auditor to hold office until the conclusion of the Company's 2014 Annual General Meeting and to grant authority to the directors to determine its remuneration.

### **Resolution 21: Political donations**

The Companies Act 2006 (the 2006 Act), Part 14, restricts companies from making donations to political parties, other political organisations or independent election candidates and from incurring political expenditure without shareholders' consent.

The Company has no intention of changing its current practice of not making donations to political parties and will not do so without the specific endorsement of its shareholders. However, the broad definitions used in the 2006 Act make it possible for the normal business activities of the Company, which might not be thought to be political expenditure or donations to political organisations in the usual sense, to be caught. The Company is not seeking authority to make donations to political parties or to independent election candidates and it does not believe there is a real risk of it inadvertently making such donations. The authority is sought principally as a precaution to ensure that the Company's normal business activities are within the 2006 Act.

In accordance with guidance issued by the Association of British Insurers this approval is sought on an annual basis.

This resolution, if passed, will renew the directors' authority, until the 2014 Annual General Meeting to make donations to political organisations, other than political parties, and incur expenditure which might otherwise be caught by the terms of the 2006 Act, up to an aggregate amount of £50,000.

### **Resolutions 22 and 23:**

#### **Renewal of authority to allot ordinary shares**

At last year's Annual General Meeting, shareholders renewed a resolution giving the directors authority to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company. That authority will expire at the conclusion of this year's Meeting. Accordingly, the Notice includes a resolution to renew this authority. This resolution needs to comply with the requirements of the Hong Kong Listing Rules as a result of the Company's listing on the Hong Kong Stock Exchange.

Paragraph (A) of resolution 22 authorises the directors to allot ordinary shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal value of £25,592,184 (representing approximately 511,843,684 ordinary shares in the Company), such amount to be reduced to take into account amounts allotted or granted under paragraphs (B) and (C) of resolution 22. This amount, which is the maximum proportion of share capital directors may allot non-pre-emptively under the Hong Kong Listing Rules, represents approximately 20 per cent of the issued ordinary share capital of £127,960,921 as at 4 April 2013, the latest practicable date prior to the publication of this Notice.

Paragraph (B) of resolution 22 gives directors the authority to make allotments or grant rights to subscribe for or convert any security into ordinary shares which exceed the 20 per cent authority under paragraph (A) of resolution 22 in connection with offers to ordinary shareholders or holders of other equity securities. The Hong Kong Listing Rules do not permit the directors to allot, on a non-pre-emptive basis, shares or rights to shares that would represent more than 20 per cent of the issued ordinary share capital as at the date on which the resolution granting them a general authority to allot is passed. Paragraph (B) of resolution 22 applies these restrictions to the authority of the directors to make allotments exceeding the 20 per cent threshold. The authority sought in paragraph (B) of resolution 22 is up to an aggregate nominal value of £42,653,640 (representing approximately 853,072,807 ordinary shares in the Company), such amount to be reduced to take into account amounts allotted or granted under paragraphs (A) and (C) of resolution 22. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 4 April 2013, the latest practicable date prior to the publication of this Notice, which is in line with guidance issued by the Association of British Insurers.

Paragraph (C) of resolution 22 is proposed to give directors additional authority in the case of a rights issue to allot equity securities in favour of ordinary shareholders up to an aggregate nominal amount equal to £85,307,280, representing approximately 1,706,145,614 ordinary shares, less the nominal amount of any shares issued under paragraphs (A) and (B). This amount (before any reduction) is approximately two-thirds of the issued ordinary share capital of the Company as at 4 April 2013, the latest practicable date prior to publication of this Notice, which is also in line with guidance issued by the Association of British Insurers.

Under Rule 7.19(6) of the Hong Kong Listing Rules, if a proposed rights issue would increase either the issued share capital or the market capitalisation of the Company by more than 50 per cent (on its own or when aggregated with any other rights issues or open offers announced within the previous 12 months), then the issue must ordinarily be made conditional on approval by shareholders in general meeting by a resolution on which the directors (excluding the independent non-executive directors) and their associates must abstain from voting. However, the Hong Kong Stock Exchange granted a waiver to the Company from strict compliance with Rule 7.19(6) of the Hong Kong Listing Rules on 4 May 2010 in order to place the Company on an equal footing with other UK listed companies. The waiver has been granted on the basis that:

- 1 The Company will seek shareholders' approval at each Annual General Meeting subsequent to the listing of its shares on the Hong Kong Stock Exchange by way of introduction on a rolling basis for the power to allot shares up to two-thirds of the existing issued share capital of the Company in line with the Association of British Insurers guidance explained above;
- 2 The Company will ensure that the directors (excluding the independent non-executive directors) and their associates will abstain from voting on the relevant resolution in their capacity as shareholders at each Annual General Meeting; and
- 3 If the Company were to make a further rights issue, the Company would not need to obtain shareholder approval under Rule 7.19(6) of the Hong Kong Listing Rules provided that:
  - i. the market capitalisation of the Company would not increase by more than 50 per cent as a result of the proposed rights issue; and
  - ii. the votes of any new directors appointed to the Board since the Annual General Meeting would not have made a difference to the outcome of the relevant resolution at the Annual General Meeting if they had been shareholders at the time and they had in fact abstained from voting.

Under the Hong Kong Listing Rules the directors are required to seek authority from shareholders to allot shares and grant rights to subscribe for or convert any security into shares pursuant to the Company's share schemes or those of its subsidiary undertakings. Paragraph (D) of resolution 22 seeks such authority for schemes adopted prior to or on the date of the Meeting.

The directors intend to use the authorities sought under resolution 22 following the exercise of options and awards under the Company's share schemes. Otherwise, the authorities will give the directors flexibility to issue shares where they believe it is for the benefit of shareholders to do so. This renewed authority, which complies with institutional investment guidelines, will replace the current authority in respect of ordinary shares and will expire at the conclusion of the 2014 Annual General Meeting or, if earlier, 30 June 2014.

As permitted by the Hong Kong Listing Rules, resolution 23 seeks to extend the directors' authority to allot shares and grant rights to subscribe for or convert any security into shares pursuant to paragraph (A) of resolution 22 to include the shares repurchased by the Company under the authority to be sought by resolution 27.

**Resolution 24:  
Adoption of the rules of the Prudential 2013  
Savings-Related Share Option Scheme**

The directors consider that it is important that all employees have an opportunity to acquire shares in the Company. Consequently they are seeking your approval at the Annual General Meeting for the introduction of a new HMRC approved savings-related share option scheme for employees of the Company and its subsidiaries. This replaces the 2003 Savings-Related Share Option Scheme which was approved by shareholders in 2003 and which has now expired. The new scheme is substantially the same as the 2003 scheme.

A summary of the Scheme is set out in Appendix 2 to the Notice of Meeting on pages 19 to 20. It is intended that the Scheme will be approved so as to qualify for tax benefits for participants and Group companies.

Newly issued shares would only be used under the Scheme to the extent that they (i) fall within the limits recommended by the Association of British Insurers and (ii) meet the conditions set out in the conditional waiver from strict compliance with note 1 to Rule 17.03(3) granted by the Hong Kong Stock Exchange on 13 March 2013 requiring the total number of options that may be issued under the Scheme, when added to the number of shares or share options issued under any other share option, profit sharing or employee share incentive scheme of the Company, to be limited to 10% of the total number of shares in issue from time to time.

A waiver from strict compliance with note 1 to Rule 17.03(9) of the Hong Kong Listing Rules was also granted on 13 March 2013. Note 1 to Rule 17.03(9) requires that the minimum exercise price of options must not be lower than the higher of (a) the closing price of shares on the date of grant and (b) the average closing price of shares on the five days preceding the date of grant. Pursuant to the waiver granted by the Hong Kong Stock Exchange, the exercise price will be the average market price of shares for three consecutive days determined by the Board and in any event, with a limit of no more than 20% discount of the market price of the shares. The Scheme must also continue to be in compliance with the UK Listing Rules and other applicable UK laws.

**Resolution 25:  
Adoption of the Prudential Long Term Incentive Plan**

The Remuneration Committee has carried out a wide-ranging review of executive director remuneration architecture, leading to a number of changes as set out in the Directors' Remuneration Report. This includes the implementation of a new long-term incentive, which provides greater alignment to Prudential's business strategy.

The Directors' Remuneration Report sets out how the Committee intends to operate the new long-term incentive plan.

Newly issued shares would only be used under the LTIP to the extent that they fall within the limits recommended by the Association of British Insurers.

A waiver from strict compliance with Chapter 14A of the Hong Kong Listing Rules was granted by the Hong Kong Stock Exchange on 22 March 2013 to allow the Employee Benefit Trust (the EBT) to subscribe for newly issued shares in the Company from time to time for the purpose of satisfying employee share awards under the LTIP. Under the Hong Kong Listing Rules, the trustees of the EBT are technically connected persons of the Company by virtue of the fact that some of the beneficiaries under the Trust are directors of the Company or its subsidiaries.

A description of the principal provisions of the LTIP is set out in Appendix 3 to the Notice of Meeting on pages 21 to 23.

**Resolution 26:  
Renewal of authority for disapplication of  
pre-emption rights**

At last year's Annual General Meeting, shareholders passed a special resolution giving the directors authority to allot equity securities for cash without first being required to offer such securities to existing shareholders in proportion to their existing holdings, by the limited disapplication of section 561 of the 2006 Act. That power will expire at the conclusion of this year's Meeting. Accordingly, the Notice includes a resolution to renew this authority.

This authority only extends (apart from pre-emptive issues) to the issue of equity securities, including the sale of any ordinary shares held in treasury in accordance with the provisions of Chapter 6 of part 18 of the 2006 Act. As at 4 April 2013, the Company held no treasury shares.

The authority is sought for a maximum nominal value of £6,398,046, representing approximately 127,960,921 ordinary shares in the Company, which is approximately 5 per cent of the total issued ordinary share capital of the Company as at 4 April 2013. As regards rights issues and other pre-emptive issues, the directors believe the mechanics and delay of the procedure under section 561 are unduly restrictive and are therefore also seeking continuation of its disapplication in these circumstances. This renewed authority, which complies with institutional investment guidelines, will expire at the conclusion of the 2014 Annual General Meeting or, if earlier, 30 June 2014.

The directors confirm their intention to adhere to the Principles of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities to allot equity securities for cash without offering them first to existing shareholders. These principles provide that usage in excess of 7.5 per cent of the Company's ordinary share capital within a rolling three-year period should not take place, other than to existing shareholders, without prior consultation with shareholders. The Company confirms that its use of such authorities has not exceeded this 7.5 per cent limit over the last three years.

#### **Resolution 27:**

##### **Renewal of authority for purchase of own shares**

The directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Although the directors have no immediate plans to make such purchases, they would like to be able to act if circumstances arose in which they considered such purchases to be desirable. Purchases would only be made if their effect would be to increase earnings per share and they would be for the benefit of shareholders generally. No purchases of shares would be conducted on the Hong Kong Stock Exchange.

Accordingly, this resolution is proposed to authorise the Company to make market purchases of its ordinary shares up to a maximum nominal value of £12,796,092 representing 255,921,842 ordinary shares which is approximately 10 per cent of the Company's issued share capital as at 4 April 2013, at prices not lower than 5 pence per ordinary share and not exceeding the higher of (i) 105 per cent of the average middle market value of an ordinary share for the five business days preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company may retain any shares it purchases as treasury shares with a view to possible re-issue at a future date or may cancel the shares. If the Company were to purchase any of its own ordinary shares it would consider holding them as treasury shares pursuant to the authority conferred by this resolution. This would enable the Company to re-issue such shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. The directors have no immediate plans to exercise this authority which will expire at the conclusion of the 2014 Annual General Meeting or, if earlier, 30 June 2014.

A waiver from strict compliance with Rule 10.06(5) was granted by the Hong Kong Stock Exchange on 4 May 2010. Under Rule 10.06(5), the listing of all shares which are purchased by the Company shall automatically be cancelled upon purchase and the Company must apply for listing of any further issues in the normal way. As a consequence of this waiver, Rule 10.06(5) has been amended such that shares purchased by the Company to hold as treasury shares will remain listed and the listing will not be suspended or cancelled and any subsequent sale of such treasury shares or transfer of such treasury shares pursuant to an employees' share scheme, for example, shall not, for the purposes of the Hong Kong Listing Rules, constitute a new issue of shares and shall not require a new listing application to be made.

The Company has options and awards outstanding over 14,799,672 ordinary shares, representing 0.6 per cent of the Company's ordinary issued share capital as at 4 April 2013 (the latest practicable date prior to the publication of this document). If the existing authority given at the 2012 Annual General Meeting and the authority sought by this resolution 27 were to be fully used these outstanding options would represent 0.7 per cent of the Company's ordinary issued share capital at that date.

#### **Resolution 28:**

##### **Notice for general meetings**

Changes made to the 2006 Act by the Companies (Shareholder Rights) Regulations 2009 (the Shareholders' Rights Regulations) increased the notice period required for general meetings of companies to 21 days unless a company offers shareholders an electronic voting facility and shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days.

Prior to the Shareholders' Rights Regulations, which came into force in 2009, the Company was able to call general meetings, other than its Annual General Meeting, on 14 clear days' notice without obtaining shareholder approval. Approval was sought and received from shareholders at the last Annual General Meeting and in order to preserve this ability, resolution 28 seeks renewal of the approval for a notice period of 14 days to apply to general meetings. The shorter notice period will not be used as a matter of routine but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Annual General Meetings will continue to be held on at least 21 clear days' notice.

The approval will be effective until the next Annual General Meeting when it is intended that a similar resolution will be proposed.

## Notes to Notice of Meeting

- 1** Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, members must specify the number of shares each proxy is entitled to exercise. A proxy need not be a shareholder of the Company.
- 2** Members' attention is drawn to the Form of Proxy accompanying this Notice. A proxy may be appointed by any of the following methods:
  - Completing and returning the enclosed Form of Proxy;
  - For members on the UK register, electronic proxy appointment by logging onto the website of Equiniti, the Company's registrar, at [www.sharevote.co.uk](http://www.sharevote.co.uk). Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, which are printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with Equiniti's online portfolio service Shareview, you may submit your proxy vote by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote under your Prudential holding details. Instructions are given on the website;or
  - If you are a member of CREST, by using the CREST electronic appointment service.

IMPORTANT: Whichever method you choose, your instructions or Form of Proxy must be received by the registrar no later than 11.00am London time (6.00pm Hong Kong/Singapore time) on Tuesday 14 May 2013. Any person holding an interest in shares through CDP must submit the completed Form of Proxy to CDP, and should note that CDP must receive voting instructions by 5.00pm Singapore time on Wednesday 8 May 2013 to allow it to collate voting instructions for onward transmission to Computershare Hong Kong Investor Services Limited (Computershare Hong Kong), the Hong Kong branch share registrar, by the deadline above.
- 3** If you are a registered shareholder and do not have a Form of Proxy and believe that you should have one, or if you require additional forms, or would like to request a hard copy of the Annual Report please contact Equiniti on 0871 384 2035 or Computershare Hong Kong on + (852) 2862 8555. Calls to Equiniti on this number are charged at 8p per minute, plus network extras. Other telephony provider costs may vary. Please contact +44 121 415 7026 for the Equiniti overseas helpline if you are calling from outside the UK. Lines at Equiniti are open from 8.30am to 5.30pm UK time Monday to Friday. Shareholders on the Irish branch register should contact Capita on +353 1553 0050.
- 4** To be valid a Form of Proxy or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 11.00am London time (6.00pm Hong Kong/Singapore time) on Tuesday 14 May 2013 or at Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 11.00am London time (6.00pm Hong Kong/Singapore time) on Tuesday 14 May 2013. Shareholders who hold their shares on the Irish branch register should return their completed proxies to Capita Registrars (Ireland) Limited, PO Box 7117, Dublin 2, Ireland or by hand (during normal business hours) to Capita Registrars (Ireland) Limited, 2 Grand Canal Square, Dublin 2, Ireland so as to be received no later than 11.00am London time on Tuesday 14 May 2013. Any person holding an interest in shares through CDP must submit the completed Form of Proxy to CDP, and should note that CDP must receive voting instructions by 5.00pm Singapore time on Wednesday 8 May 2013 to allow it to collate voting instructions for onward transmission to Computershare Hong Kong, the Hong Kong branch registrar, by the deadline above.
- 5** The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the Meeting and voting in person if he/she wishes to do so.
- 6** Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a nominated person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- 7** The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by registered shareholders of the Company.
- 8** To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered on the Company's main UK share register, Hong Kong branch register or Irish branch register as at 6.00pm London time on Tuesday 14 May 2013 (1.00am Hong Kong time on Wednesday 15 May 2013) (or, in the event of any adjournment, 6.00pm London time two days prior to the adjourned meeting). Any person holding an interest in shares through CDP must be registered on CDP's register as at 5.00pm Singapore time on Wednesday 8 May 2013 (or, in the event of an adjournment, 5.00pm Singapore time nine days prior to the adjourned meeting). The earlier CDP deadline is to allow sufficient time for a person holding an interest in shares through CDP to obtain authorisation to act as a proxy or representative of HKSCC Nominees Limited, in whose name the shares are registered, at the Meeting. Changes to the Company's share registers after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- 9** As at 4 April 2013 (being the latest practicable day prior to the publication of this Notice) the Company's issued share capital consists of 2,559,218,241 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 April 2013 were 2,559,218,241. The Company does not hold any shares in treasury.
- 10** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 11** In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am London time on Tuesday 14 May 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 12** CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 13** The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 14** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

- 15** Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 16** Under section 527 of the 2006 Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
- 17** Any member or their proxy attending the Meeting in person or by proxy has the right to ask questions. The Company must provide an answer to any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- 18** A copy of this Notice and other information required by section 311A of the 2006 Act, may be found at [www.prudential.co.uk/prudential-plc/investors/agminfo/2013](http://www.prudential.co.uk/prudential-plc/investors/agminfo/2013)
- 19** The Company will continue its practice of calling a poll on all resolutions at the Meeting. The provisional voting results, which will include all votes cast for and against each resolution at the Meeting, and all proxies lodged prior to the Meeting, which will include votes cast for and against each resolution, will be announced at the Meeting and published on the Company's website as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld at the Meeting and on its website. This practice provides shareholders present with sufficient information regarding the level of support and opposition to each resolution and ensures all votes cast either at the Meeting or through proxies are included in the result.
- 20** You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

### **Documents available for inspection**

Copies of the following documents will be available for inspection during normal business hours at Laurence Pountney Hill, London EC4R 0HH, the registered office of the Company, on Mondays to Fridays (public holidays excepted) from the date of this Notice and at the place of the Meeting, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, from 10.45am on 16 May 2013 until the conclusion of the Meeting:

- Copies of the service contracts between the Prudential Group and the executive directors;
- Copies of the terms and conditions of appointment and letters of appointment between the Company and the Chairman and the Company and the non-executive directors;
- A copy of the rules of the Prudential 2013 Savings-Related Share Option Scheme; and
- A copy of the rules of the Prudential Long Term Incentive Plan.

The above documents will also be displayed at the offices of Slaughter and May, 47th floor, Jardine House, One Connaught Place, Central, Hong Kong.

### **Board of directors**

As at the date of this announcement, the Board of directors of the Company comprises:

#### **Chairman:**

Paul Victor Falzon Sant Manduca

#### **Executive directors:**

Cheick Tidjane Thiam (*Group Chief Executive*)

Nicolaos Andreas Nicandrou

Robert Alan Devey

John William Foley

Michael George Alexander McLintock

Barry Lee Stowe

Michael Andrew Wells

#### **Independent non-executive directors:**

Keki Bomi Dadiseth

Howard John Davies

Michael William Oliver Garrett

Ann Frances Godbehere

Alexander Dewar Kerr Johnston

Kaikhushru Shiavax Nargolwala

Philip John Remnant

Lord Andrew Turnbull