



PRUDENTIAL

Thursday 15 May 2014

11.00am London time (6.00pm
Hong Kong/Singapore time)

Churchill Auditorium, Queen
Elizabeth II Conference Centre,
Broad Sanctuary, Westminster,
London SW1P 3EE.

**This document is important and
requires your immediate attention.**

If you are in any doubt as to any aspect of the proposals in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser. If you have sold or otherwise transferred all your shares in Prudential plc, please forward this document, but not the enclosed Form of Proxy, as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

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This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

A Chinese translation of this document is available on request from Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. (HK Stock Code: 2378; SGX Stock Code: K6S)

Notice of Annual General Meeting 2014 & explanation of business

Prudential plc Thursday 15 May 2014

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| 8 To elect Ms Alice Schroeder as a director; | 17 To re-elect Mr Barry Stowe as a director; | 28 Renewal of authority for purchase of own shares; and |
| 9 To re-elect Sir Howard Davies as a director; | 18 To re-elect Mr Tidjane Thiam as a director; | 29 Renewal of authority in respect of notice for general meetings. |
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Documents available for inspection

Copies of the documents listed below will be available for inspection during normal business hours at Laurence Pountney Hill, London, EC4R 0HH, the registered office of the Company, Monday to Friday (public holidays excepted) from the date of this Notice. They will also be available at the place of the Meeting, The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE, from 10.45am on Thursday 15 May 2014 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;

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

10 April 2014

Dear Shareholder

Annual General Meeting of Prudential plc

I am pleased to write to you with details of this year's Annual General Meeting (the Meeting) which is to be held in 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 15 May 2014. The formal Notice of Meeting together with the explanatory notes is set out on pages 2 to 5.

This circular is being sent to shareholders, whether registered on the UK register, the Irish branch register or the Hong Kong branch register, and any person with shares of the Company standing to the credit of their securities account held with The Central Depository (Pte) Limited (CDP) in Singapore.

Whether or not you propose to attend the Meeting, please complete the enclosed Form of Proxy in accordance with the instructions printed on the form and return it to the appropriate registrar or, for holders of a CDP securities account, to CDP in the pre-paid envelope enclosed. The Form of Proxy must be received no later than 11.00am London time (6.00pm Hong Kong/Singapore time) on Tuesday 13 May 2014 or, for persons holding an interest in shares through CDP, by 5.00pm Singapore time on Wednesday 7 May 2014. Detailed instructions for completing and returning the Form of Proxy can be found in the notes on page 12.

As in previous years, we will call a poll on each resolution at the Meeting. This will ensure that we are able to engage with a greater number of shareholders by including the votes cast by shareholders who are not able to attend the Meeting in person.

Should you wish to view the 2013 Annual Report online it is available on the Company's website www.prudential.co.uk

Recommendation

The directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the proposed resolutions. The directors intend to vote, in respect of their own beneficial holdings, in favour of all the proposed resolutions with the exception of resolution 24 where, in accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the directors (excluding the independent non-executive directors) and their associates will abstain from voting for the reasons set out on page 3 of this document.

Yours sincerely

Paul Manduca
Chairman

Notice of Annual General Meeting 2014 and explanatory notes

Notice is hereby given that the 2014 Annual General Meeting (the Meeting) of Prudential plc (the Company), incorporated and registered in England and Wales (registered number 1397169), will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on Thursday 15 May 2014 at 11:00 am London time (6pm Hong Kong/Singapore time). Shareholders will be asked to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 26 (inclusive) will be proposed as ordinary resolutions; resolutions 27 to 29 (inclusive) will be proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1:

TO receive and consider the Accounts for the financial year ended 31 December 2013 together with the Strategic Report, Directors' Remuneration Report, Directors' Report and the Auditor's Report on those Accounts (the Annual Report).

The formal business of the Meeting will begin with a resolution to lay before shareholders the Annual Report. Shareholders will have the opportunity to put questions about the Annual Report and other business to be conducted at the Meeting to the directors before this resolution is voted on.

The Annual Report is available to view on the Company's website: www.prudential.co.uk. Shareholders may obtain a copy from the Company's registrar, Equiniti, by calling 0871 384 2035 and quoting their shareholder reference number which can be found on the Form of Proxy. For shareholders in Singapore, copies of the Annual Report are also available for collection from CDP.

Resolution 2:

TO approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report.

This is a new resolution this year. The Company is required to seek shareholders' approval of its policy of remuneration of directors (the Directors' Remuneration Policy), as set out in the Directors' Remuneration Report for the year ended 31 December 2013. The vote is a binding one.

The Directors' Remuneration Policy, if approved, will take effect from 16 May 2014 and will apply until replaced by a new or amended policy. Shareholder approval must be renewed at least every three years. Once the policy is effective, the Company will not be able to make remuneration payments to a director, or loss of office

payments to a current or past director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

The policy is set out in full on pages 94 to 106 of the Annual Report.

Resolution 3:

TO approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) for the year ended 31 December 2013.

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 2013.

The report is set out in full on pages 89 to 123 of the Annual Report.

Resolution 4:

TO declare a final dividend of 23.84 pence per ordinary share of the Company for the year ended 31 December 2013.

Shareholders will be asked to approve the payment of a final dividend of 23.84 pence per ordinary share for the year ended 31 December 2013, as recommended by the directors. If approved, the recommended final dividend will be payable on 22 May 2014 to shareholders on the register of members at the close of business on the record date of 28 March 2014.

Rule 13.66 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the HKLR) 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 Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) granted, a waiver to the Company on 6 January 2012 from strict compliance with Rule 13.66 so as to allow the record date to be fixed prior to the Meeting.

Resolutions 5 to 20:

Election and re-election of directors

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

Resolutions 5 to 8:

Election of directors

Resolution 5:

TO elect Mr Pierre-Olivier Bouée as a director.

Shareholders will be asked to elect Mr Pierre-Olivier Bouée as a director following his appointment by the Board with effect from 1 April 2014.

Resolution 6:

TO elect Ms Jacqueline Hunt as a director.

Shareholders will be asked to elect Ms Jacqueline Hunt as a director following her appointment by the Board with effect from 5 September 2013.

Resolution 7:

TO elect Mr Anthony Nightingale as a director.

Shareholders will be asked to elect Mr Anthony Nightingale as a director following his appointment by the Board with effect from 1 June 2013.

Resolution 8:

TO elect Ms Alice Schroeder as a director.

Shareholders will be asked to elect Ms Alice Schroeder as a director following her appointment by the Board with effect from 10 June 2013.

Resolutions 9 to 20:

Re-election of directors

In accordance with the provisions of the UK Corporate Governance Code, all other incumbent directors will offer themselves for re-election at the Meeting.

The Board, supported by the work carried out by the Nomination Committee, is actively engaged in succession planning. Board composition is regularly reviewed to ensure that it retains its effectiveness at all times. In light 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.

9 TO re-elect Sir Howard Davies as a director.

10 TO re-elect Ms Ann Godbehere as a director.

11 TO re-elect Mr Alexander Johnston as a director.

12 TO re-elect Mr Paul Manduca as a director.

13 TO re-elect Mr Michael McLintock as a director.

14 TO re-elect Mr Kaikushru Nargolwala as a director.

15 TO re-elect Mr Nicolaos Nicandrou as a director.

16 TO re-elect Mr Philip Remnant as a director.

17 TO re-elect Mr Barry Stowe as a director.

18 TO re-elect Mr Tidjane Thiam as a director.

19 TO re-elect Lord Turnbull as a director.

20 TO re-elect Mr Michael Wells as a director.

Resolution 21:

TO appoint KPMG LLP as the Company's auditor until the conclusion of the next general meeting at which the Company's accounts are laid.

KPMG Audit Plc the Company's existing audit firm have notified the Company that they are not seeking reappointment. It is proposed that KPMG LLP, an intermediate parent of KPMG Audit Plc, be and are

hereby appointed auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Following their intention to gradually wind down the activity of the existing registered audit firm, KPMG Audit Plc intends to resign as auditor to Prudential plc with effect from the date of the Meeting. The following statement of circumstances has been received from KPMG Audit Plc in accordance with Section 520(2) of the Companies Act 2006 (the 2006 Act):

"Statement to Prudential plc on ceasing to hold office as auditor pursuant to Section 519 of the Companies Act 2006 dated 28 March 2014

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be accepting appointment as statutory auditor.

This letter needs no action on shareholders' part, but is provided to you in fulfilment of a statutory obligation upon the Company".

Resolution 22:

TO authorise the directors to determine the amount of the auditor's remuneration.

Shareholders will be asked to grant authority to the directors to determine the remuneration of KPMG LLP.

Resolution 23:

Political donations

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 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 at a general meeting prior to such time, expire at the conclusion of the Annual General Meeting to be held in 2015; 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.

The 2006 Act, 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 or to independent election candidates 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 does not believe there is a material risk of it inadvertently making such donations.

In accordance with guidance issued by the Association of British Insurers, it is the Company's intention to seek renewal of this resolution on an annual basis.

Resolution 24:

Renewal of authority to allot ordinary shares

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 2015 and the conclusion of the Annual General Meeting of the Company to be held in 2015 and for a maximum aggregate nominal amount of:

A £25,641,376 (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 £42,735,626 can be allotted under paragraphs (A) and (B) and no more than £85,471,253 can be allotted under paragraphs (A), (B) and (C));

B £42,735,626 (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 £42,735,626 can be allotted under paragraphs (A) and (B) and no more than £85,471,253 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 £85,471,253 (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 £85,471,253 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.

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 (referred to collectively as "Allotments"). 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 HKLR as a result of the Company's listing on the Hong Kong Stock Exchange.

This authority will give the directors flexibility to issue shares where they believe it is for the benefit of shareholders to do so. The directors have no immediate plans to make use of this authority. This renewed authority complies with UK institutional investment guidelines and will expire at the conclusion of the 2015 Annual General Meeting or, if earlier, 30 June 2015.

As a consequence of the HKLR, resolution 24 is separated into three sections relating to different tranches of the Company's issued ordinary share capital, which when taken together cover an aggregate nominal amount equal to £85,471,253 representing approximately 1,709,425,079 ordinary shares. This amount is approximately 66.6 per cent of the issued ordinary share capital of the Company as at 2 April 2014, the latest practicable date prior to publication of this Notice, which is also in line with guidance issued by the Association of British Insurers. A fourth section covers the permission for the Company to make Allotments under the Company's share schemes.

Paragraph (A) of resolution 24 authorises the directors to make Allotments of an aggregate nominal amount equal to £25,641,376 (representing approximately →

Notice of Annual General Meeting 2014 and explanatory notes continued

→ 512,827,523 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 25. This amount, which is the maximum proportion of share capital directors may allot without pre-emption under the HKLR, represents approximately 20 per cent of the issued ordinary share capital as at 2 April 2014.

Paragraph (B) of resolution 24 authorises the directors to make Allotments of an aggregate nominal amount equal to £42,735,626 (representing approximately 854,712,539 ordinary shares in the Company) in connection with offers to ordinary shareholders or holders of other equity securities. This amount exceeds the 20 per cent authority in paragraph (A) of resolution 24 by 13 percentage points, which is in line with guidance issued by the Association of British Insurers, but such amount would be reduced to take into account amounts allotted or granted under paragraphs (A) and (C) of resolution 24. The restrictions detailed in paragraph (B) (i) and (ii) are proposed in order to comply with the HKLR which do not permit the directors to make Allotments on a non-pre-emptive basis in excess of the 20 per cent threshold in paragraph (A) of resolution 24.

Paragraph (C) of resolution 24 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 £85,471,253, representing approximately 1,709,425,079 ordinary shares, less the nominal amount of any shares issued under paragraphs (A) and (B). This amount (before any reduction) is approximately 66.6 per cent of the issued ordinary share capital of the Company as at 2 April 2014, which is also in line with guidance issued by the Association of British Insurers.

Under Rule 7.19(6) of the HKLR, 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 right issues or open offers announced within the previous 12 months), then the issue must be made conditional on approval by shareholders in general meeting by a resolution on which the executive directors and their associates must abstain from voting. The Hong Kong Stock Exchange granted a waiver to the Company from strict compliance with Rule 7.19(6) on 4 May 2010 to place the Company on an equal footing with other UK listed companies. The basis upon which the waiver has been granted are set out on pages 69 to 70 of the listing document of the Company published on 17 May 2010 on the Hong Kong Stock Exchange's website and the Company's website.

Paragraph (D) of resolution 24 seeks authority from shareholders under the HKLR for the directors to make Allotments pursuant to the Company's share schemes or those of its subsidiary undertakings. The directors intend to use the authorities sought under resolution 24 following the exercise of options and awards under the Company's share schemes adopted prior to or on the date of the Meeting.

Resolution 25: Extension of authority to allot ordinary shares to include repurchased shares

THAT the authority granted to the directors to allot relevant securities up to a total nominal value of £25,641,376 pursuant to paragraph (A) of resolution 24 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 28 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 24 exceeding £42,735,626.

As permitted by the HKLR, resolution 25 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 24 to include the shares repurchased by the Company under the authority to be sought by resolution 28.

Resolution 26: Renewal of authority to allot preference shares

THAT the Company be and is hereby authorised to allot Sterling Preference Shares up to a maximum aggregate nominal value of £20 million (representing two billion Sterling Preference Shares in the Company), to allot Dollar Preference Shares up to a maximum aggregate nominal value of US\$20 million (representing two billion Dollar Preference Shares in the Company), and to allot Euro Preference Shares up to a maximum aggregate nominal value of €20 million (representing two billion Euro Preference Shares in the Company) for a period expiring at the conclusion of the Annual General Meeting of the Company to be held in 2019.

The Company obtained shareholder approval in May 2009 to allot preference shares. This approval lasts five years and expires in May 2014. The renewal of this authority is primarily sought to preserve the Company's ability to structure hybrid capital issues which it might decide to make based on future financing needs and market conditions. The directors have no immediate plans to make use of this

authority, which will expire in five years from the date of this resolution.

Rule 13.36(2)(b) of the HKLR provides that the Company may seek a general mandate from its shareholders to allot or issue securities subject to a restriction that the aggregate number of securities allotted must not exceed the aggregate of 20 per cent of the existing issued share capital of the Company. The Company sought, and the Hong Kong Stock Exchange granted, a waiver to the Company on 1 April 2014 from strict compliance with Rule 13.36(2)(b) of the HKLR such that (a) the Company can seek the five-year mandate from its shareholders for allotting preference shares as set out in this resolution 26 and (b) the Company can renew such five-year mandate without being subject to Rule 13.36(2)(b) of the HKLR in order to avoid the need to seek the same waiver from the Hong Kong Stock Exchange again in five years' time.

Resolution 27: Renewal of authority for disapplication of pre-emption rights

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 2015 and the conclusion of the Annual General Meeting of the Company to be held in 2015 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 £6,410,344.

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 2 April 2014 the Company held no treasury shares.

The authority is sought for a maximum nominal value of £6,410,344, representing approximately 128,206,880 ordinary

shares in the Company, which is approximately 5 per cent of the total issued ordinary share capital of the Company as at 2 April 2014. 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 2015 Annual General Meeting or, if earlier, 30 June 2015.

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 28:
Renewal of authority for purchase of own shares**

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, provided that:

- a Such authority to be limited;
 - i to a maximum aggregate number of 256,413,761 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 2015 and the conclusion of the Annual General Meeting of the Company to

be held in 2015, 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.

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 £12,820,688, representing 256,413,761 ordinary shares which is approximately 10 per cent of the Company's issued share capital as at 2 April 2014, at prices not lower than five pence per ordinary share and not exceeding the highest 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 2015 Annual General Meeting or, if earlier, 30 June 2015.

A waiver from strict compliance with Rule 10.06(5) of the HKLR was granted by the Hong Kong Stock Exchange on 4 May 2010. Under Rule 10.06(5) of the HKLR,

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) of the HKLR 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 HKLR, 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 37,546,227 ordinary shares, representing 1.46 per cent of the Company's ordinary issued share capital as at 2 April 2014 (the latest practicable date prior to the publication of this Notice). If the existing authority given at the 2013 Annual General Meeting and the authority sought by this resolution 28 were to be fully used these outstanding options and awards would represent 1.62 per cent of the Company's ordinary issued share capital at that date.

**Resolution 29:
Notice for general meetings**
THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Prior to the Companies (Shareholders' Rights) Regulations 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 to a shorter notice period was sought and received from shareholders at the last Annual General Meeting and to preserve this ability, resolution 29 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. If used, an electronic voting facility will be provided.

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.

By order of the Board of directors

Alan F Porter
Group Company Secretary
10 April 2014

Appendix 1: Biographies of directors

Board of directors

As at the date of this document, 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 ACA,
 Pierre-Olivier Marie Georges Bouée,
 Jacqueline Hunt,
 Michael George Alexander McLintock,
 Barry Lee Stowe and
 Michael Andrew Wells

Independent

non-executive directors

Sir Howard John Davies,
 Ann Frances Godbehere FCGA,
 Alexander Dewar Kerr Johnston CMG FCA,
 Kaikhushru Shiavax Nargolwala FCA,
 Anthony John Liddell Nightingale CMG SBS JP,
 The Hon. Philip John Remnant CBE ACA,
 Alice Davey Schroeder and
 Lord Turnbull KCB CVO



Chairman

Paul Manduca Chairman

Nationality: British
Appointment date: October 2010
 Chairman from July 2012
Committee membership:
 Chairman of the Nomination
 Committee (from July 2012)

Skills and experience

Paul Manduca was the Senior Independent Director prior to his appointment as Chairman. He was also a member of the Audit and Remuneration Committees from October 2010 to June 2012 and a member of the Nomination Committee from January 2011. From September 2005 until March 2011, Paul was a non-executive director of Wm Morrison Supermarkets Plc. During that time, he was the Senior Independent Director, a member of the Nomination Committee and Chairman of the Remuneration Committee, and prior to that he chaired their Audit Committee. Paul retired as Chairman of JPM European Smaller Companies Investment Trust Plc in December 2012 and was the Chairman of Aon UK Limited until September 2012. He was also a non-executive director and Chairman of the Audit Committee of KazMunaiGas Exploration & Production until the end of September 2012.

Paul was the Senior Independent Director and Chairman of the Audit Committee of Development Securities plc until March 2010, Chairman of Bridgewell Group plc until 2007 and a director of Henderson Smaller Companies Investment Trust plc until 2006. Prior to that, he was European CEO of Deutsche Asset Management from 2002 to 2005, global CEO of Rothschild Asset Management from 1999 to 2002 and founding CEO of Threadneedle Asset Management Limited from 1994 to 1999 when he was also a director of Eagle Star and Allied Dunbar. Paul is a member of the Securities Institute, a former Chairman of the Association of Investment Companies from 1991 to 1993, and a former member of the Takeover Panel.

Paul is the Chairman of Henderson Diversified Income Limited. Age 62.



Group Chief Executive

Tidjane Thiam Group Chief Executive

Nationality: French
Appointment date: March 2008
Group Chief Executive
from October 2009

Skills and experience

Tidjane was the Chief Financial Officer from March 2008 until his appointment as Group Chief Executive in 2009.

Tidjane spent the first part of his professional career with McKinsey & Company in Paris and New York, serving insurance companies and banks. He then spent a number of years in Africa where he was Chief Executive and later Chairman of the National Bureau for Technical Studies and Development in Côte d'Ivoire and a cabinet member as Secretary of Planning and Development. Tidjane returned to France to become a partner with McKinsey & Company and one of the leaders of their Financial Institutions practice before joining Aviva in 2002. He worked at Aviva until 2008, holding successively the positions of Group Strategy and Development Director, Managing Director of Aviva International, Group Executive Director and Chief Executive Officer, Europe.

Tidjane was a non-executive director of Arkema in France until November 2009. He is a member of the Board of the Association of British Insurers (ABI) and was appointed as their Chairman in July 2012. He is a member of the Council of the Overseas Development Institute (ODI) in London, a member of the Africa Progress Panel chaired by Kofi Annan and a sponsor of Opportunity International. Tidjane is a member of the UK-ASEAN Business Council and of the Strategic Advisory Group on UK Trade and Investment. In January 2012, Tidjane was appointed to the Prime Minister's Business Advisory Group and has been a member of the European Financial Services Round Table (EFR) since January 2013. Tidjane was awarded the Légion d'honneur by the French President in July 2011 and the 2013 Grand Prix de L'Economie by the French newspaper Les Echos. In January 2014, Tidjane was appointed as a British Business Ambassador by invitation from the Prime Minister. Age 51.



Executive directors

Nicolaos Nicandrou ACA Chief Financial Officer

Nationality: British
Appointment date:
October 2009

Skills and experience

Before joining Prudential, Nicolaos Nicandrou worked at Aviva, where he held a number of senior finance roles, including Norwich Union Life Finance Director and Board Member, Aviva Group Financial Control Director, Aviva Group Financial Management and Reporting Director and CGNU Group Financial Reporting Director. Nicolaos started his career at PricewaterhouseCoopers where he worked in both London and Paris. Age 48.



Pierre-Olivier Bouée Group Risk Officer

Nationality: French
Appointment date:
1 April 2014

Skills and experience

Pierre-Olivier joined Prudential in 2008 as Business Representative for Asia and Director of Strategy and Corporate Development. At the same time he joined the Board of Prudential Corporation Asia. In 2009 he took on the additional role of Managing Director CEO Office, while maintaining his responsibilities for Group strategy and coordinating the relationship between Group Head Office and the Asian business. From 2004 until 2008, he worked for Aviva, first as Director, Group Strategy and then as Director, Central & Eastern Europe. Pierre-Olivier began his career as a civil servant in the French Treasury, where he worked at the Secretariat of the Paris Club, before joining McKinsey in 2000 as a consultant working mainly in the international financial institutions sector. Age 43.

Appendix 1: Biographies of directors continued



Executive directors continued

Jacqueline Hunt
Chief Executive,
Prudential UK & Europe

Nationality: British
Appointment date:
5 September 2013

Skills and experience

Jackie Hunt was appointed as Director and Chief Executive of Prudential UK & Europe on 5 September 2013. Before joining Prudential, Jackie was a Director and Chief Financial Officer of Standard Life from May 2010. She joined Standard Life in January 2009 as Deputy Chief Financial Officer and before this, she held various senior management roles at Aviva, including Chief Financial Officer at Norwich Union. After qualifying as a Chartered Accountant with Deloitte & Touche in South Africa, Jackie worked for PricewaterhouseCoopers and Royal & Sun Alliance before joining Aviva in 2003.

Jackie is a non-executive director of National Express Group PLC. She was previously Chair of the Prudential Financial and Taxation Committee of the Association of British Insurers. Age 45.

Michael McLintock
Chief Executive,
M&G

Nationality: British
Appointment date:
September 2000

Skills and experience

Michael McLintock is the Chief Executive of M&G, a position he held at the time of M&G's acquisition by Prudential in 1999, having joined M&G in 1992.

From 2001 to 2008, Michael also served on the Board of Close Brothers Group plc as a non-executive director.

Michael has been a Trustee of the Grosvenor Estate since October 2008 and was appointed as a non-executive director of Grosvenor Group Limited in March 2012. He has been a member of the Finance Committee of the MCC since October 2005. Age 53.

Barry Stowe
Chief Executive,
Prudential Corporation Asia

Nationality: American
Appointment date:
November 2006

Skills and experience

Barry Stowe is the Chief Executive of Prudential Corporation Asia, a position he has held since October 2006. Before joining Prudential, he was President, Accident & Health Worldwide for AIG Life Companies. He joined AIG in 1995, and prior to that was President and CEO of Nisus, a subsidiary of Pan-American Life, from 1992 to 1995. Before joining Nisus, Barry spent 12 years at Willis Corroon in the US. From October 2008 to October 2011, Barry was a director of the Life Insurance Marketing Research Association (LIMRA) and the Life Office Management Association (LOMA).

Barry is a member of the Board of Directors of the International Insurance Society. He is also a member of the board of Visitors of Lipscomb University, a member of the Board of Managers of the Hong Kong International School and Chairman of Save the Children (HK) Ltd. Age 56.

Michael Wells
President and CEO,
Jackson

Nationality: American
Appointment date:
January 2011

Skills and experience

Mike Wells is President and CEO of Jackson National Life Insurance Company ('Jackson'). Mike has served in a variety of senior and strategic positions at Jackson over the last 15 years, including President of Jackson National Life Distributors. Mike has been Vice Chairman and Chief Operating Officer of Jackson for the last nine years. During this period he has led the development of Jackson's variable annuity business and has been responsible for IT, strategy, operations, communications, distributions, Curian and the retail broker dealers. Age 54.



Independent non-executive directors

**The Hon. Philip Remnant
CBE ACA**
Senior Independent Director

Nationality: British
Appointment date:
1 January 2013
Committee memberships:
Remuneration Committee
(from January 2013),
Audit Committee
(from January 2013),
Nomination Committee
(from January 2013)

Skills and experience

Philip Remnant was a senior adviser at Credit Suisse until December 2013. Philip was previously a Vice Chairman of Credit Suisse First Boston (CSFB) Europe and Head of the UK Investment Banking Department. Philip was seconded to the role of Director General of the Takeover Panel, which administers the UK's code on takeovers and mergers, from 2001 to 2003, and again in 2010. He served on the Board of Northern Rock plc from 2008 to 2010, and from 2007 to 2012 was Chairman of the Shareholder Executive, which manages the relationships between the UK Government and the businesses in which it is a shareholder.

He is a Deputy Chairman of the Takeover Panel, a non-executive director of Severn Trent plc (since March 2014) and of UK Financial Investments Limited (since 2009). Philip is also Chairman of City of London Investment Trust plc (since 2011). Age 59.

Sir Howard Davies
Non-executive director

Nationality: British
Appointment date:
October 2010
Committee memberships:
Chairman of the Risk Committee
(from October 2010),
Audit Committee
(from November 2010),
Nomination Committee
(from July 2012)

Skills and experience

Sir Howard is Chairman of the Phoenix Group, and a Professor at Institut d'Etudes Politiques (Sciences Po). He is also Chairman of the UK Government's Airports Commission. He chairs the International Advisory Board of the China Securities Regulatory Commission and is a member of the International Advisory Board of the China Banking Regulatory Commission. In addition, Sir Howard is an independent director of Morgan Stanley Inc. and a Director of the National Theatre. Age 63.

Ann Godbehere FCGA
Non-executive director

Nationality: British
Appointment date:
August 2007
Committee memberships:
Chairman of the Audit Committee
(from October 2009),
Risk Committee
(from November 2010),
Nomination Committee
(from July 2012)

Skills and experience

Ann began her career in 1976 with Sun Life of Canada, joining Mercantile & General Reinsurance Group in 1981, where she held a number of management roles rising to Senior Vice President and Controller for life and health and property/casualty businesses in North America in 1995. In 1996, Swiss Re acquired Mercantile & General Reinsurance Group and Ann became Chief Financial Officer of Swiss Re Life & Health, North America. In 1997, she was made Chief Executive Officer of Swiss Re Life & Health, Canada. She moved to London as Chief Financial Officer of Swiss Re Life & Health Division in 1998 and joined the Property & Casualty Business Group, based out of Zurich, as Chief Financial Officer on its establishment in 2001. From 2003 until February 2007, Ann was Chief Financial Officer of the Swiss Re Group.

From its nationalisation in 2008 until January 2009, Ann was Interim Chief Financial Officer and Executive Director of Northern Rock. Ann is a non-executive director of British American Tobacco p.l.c., Rio Tinto plc, Rio Tinto Limited, UBS AG and Arden Holdings Limited. Until March 2014 she was also a director of Atrium Underwriting Group Limited and Atrium Underwriters Limited. Age 58.

Alexander Johnston (Alistair)
CMG FCA
Non-executive director

Nationality: British
Appointment date:
January 2012
Committee membership:
Audit Committee
(from January 2012)

Skills and experience

Alistair was a partner of KPMG from 1986 to 2010. He joined KPMG (then Peat Marwick Mitchell) in 1973 and held a number of senior leadership positions. These included Vice Chairman of UK Financial Services and Head of UK Insurance Practice, International Managing Partner – Global Markets and UK Vice Chairman. Latterly, he served as a Global Vice Chairman of KPMG from 2007 to 2010.

Alistair acted as a non-executive director of the Foreign & Commonwealth Office from 2005 to 2010 and chaired the audit committee until 2009. He was an Association Member of BUPA until January 2012.

Alistair is a member of the Strategy and Development Board and a Visiting Professor at Cass Business School. He is also a Trustee of the Design Museum in London and a Trustee of Create Arts. Age 61.

Appendix 1: Biographies of directors continued



Independent non-executive directors continued

Kaikhushru Nargolwala FCA **Non-executive director**

Nationality: Singaporean
Appointment date: January 2012
Committee memberships:
Remuneration Committee
(from January 2012),
Risk Committee
(from January 2012)

Skills and experience

Kai Nargolwala was the non-executive Chairman of Credit Suisse Asia Pacific until December 2011, having joined Credit Suisse in 2008 as a member of the Executive Board and CEO of the Asia Pacific region.

From 1998 to 2007, Kai worked for Standard Chartered PLC where he was a Group Executive Director responsible for Asia Governance and Risk. His responsibilities included developing strategy and business performance across Asia, as well as strategic merger and acquisition activity. Prior to that, he spent 19 years at Bank of America and from 1990 was based in Asia as Group Executive Vice President and Head of the Asia Wholesale Banking Group. From 2004 to 2007, he was a non-executive director at Tate & Lyle plc and at Visa International, where he served on the Asia Pacific Board.

Kai is currently a non-executive director and lead independent director of Singapore Telecommunications Limited, a member of the Board of the Casino Regulatory Authority of Singapore, a non-executive director of PSA International Pte. Limited, Chairman of the Governing Board of the Duke-NUS Graduate Medical School and a director and Chairman of Clifford Capital Pte. Limited. Kai was appointed as a director of Credit Suisse Group AG in April 2013 and became a member of the Singapore Capital Markets Committee of the Monetary Authority of Singapore in January 2014. Age 63.

Anthony Nightingale CMG **SBS JP** **Non-executive director**

Nationality: British
Appointment date: 1 June 2013
Committee membership:
Remuneration Committee
(from June 2013)

Skills and experience

Anthony Nightingale was Managing Director of the Jardine Matheson Group from 2006 to 2012. He joined that Group in 1969 and held a number of senior positions before joining the Board of Jardine Matheson Holdings in 1994. Anthony is now a non-executive director of Jardine Matheson Holdings and of other Jardine Matheson group companies. These include Dairy Farm, Hongkong Land, Jardine Cycle & Carriage, Jardine Strategic and Mandarin Oriental.

Anthony is also a commissioner of Astra International, a non-executive director of Schindler Holding AG and China Xintiandi Limited, and a senior adviser to Academic Partnerships International and Dickson Concepts. He is a Hong Kong representative to the APEC Business Advisory Council and Chairman of The Hong Kong-APEC Trade Policy Study Group. He is also a member of the Securities and Futures Commission Committee on Real Estate Investment Trusts, a council member of the Employers' Federation of Hong Kong, a member of the UK-ASEAN Business Council Advisory Panel, a non-official member of the Commission on Strategic Development in Hong Kong and Chairman of the Mission to Seamen in Hong Kong. Anthony is a past chairman of the Hong Kong General Chamber of Commerce. Age 66.

Alice Schroeder **Non-executive director**

Nationality: American
Appointment date: 10 June 2013
Committee membership:
Audit Committee
(from June 2013)

Skills and experience

Alice Schroeder began her career as a qualified accountant at Ernst & Young in 1980 where she worked for 11 years before leaving to join the Financial Accounting Standards Board as a manager. From September 1993, she worked at various investment banks leading teams of analysts specialising in property-casualty insurance before joining Morgan Stanley, where she became a Managing Director in 2001, heading the Global Insurance Equity Research team. In May 2003, Alice became a senior adviser at Morgan Stanley, leaving in November 2009. She is a highly respected analyst and the author of the official biography of Warren Buffett, Chairman and CEO of Berkshire Hathaway.

Alice is an independent board member of Cetera Financial Group and an independent director of WebTuner Corp. She is a member of the National Association of Corporate Directors, WomenCorporateDirectors and a board member of The Committee of 200 Foundation. Age 57.

Lord Turnbull KCB CVO **Non-executive director**

Nationality: British
Appointment date: May 2006
Committee memberships:
Chairman of the Remuneration Committee
(from June 2011),
Risk Committee
(from November 2010),
Nomination Committee
(from June 2011)

Skills and experience

Lord Turnbull was a member of the Remuneration Committee from November 2010, and a member of the Audit Committee from January 2007 to November 2010.

Lord Turnbull entered the House of Lords as a Life Peer in 2005. In 2002, he became Secretary of the Cabinet and Head of the Home Civil Service until he retired in 2005. Prior to that he held a number of positions in the Civil Service, including Permanent Secretary at HM Treasury; Permanent Secretary at the Department of the Environment (later Environment, Transport and the Regions); Private Secretary (Economics) to the Prime Minister; and Principal Private Secretary to Margaret Thatcher and then John Major. He joined HM Treasury in 1970.

Lord Turnbull is a non-executive director of Frontier Economics Limited and The British Land Company PLC. He was formerly Chairman of BH Global Limited until January 2013 and a non-executive director of the Arup Group from 2006 to 2007. He also worked part-time as a Senior Adviser to the London partners of Booz and Co (UK) until February 2011. Age 69.

Additional information

None of the directors standing for election or re-election has any relationship with any other director, member of senior management or substantial or controlling shareholder of the Company. The biographical information in respect of each of these directors complies with the disclosure requirements as set out in the HKLR. As such, there are no other matters that need to be brought to the attention of holders of securities of the Company and no other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the HKLR.

Current basic annual fees for non-executive directors are £90,000 with additional fees for ordinary membership or chairmanship of a Board Committee as follows:

Committee	Member	Chairman
Audit	£25,000	£70,000
Nomination	£10,000	–
Risk	£25,000	£65,000
Remuneration	£25,000	£60,000

Paul Manduca is the Chairman of the Company. He receives an annual fee of £600,000, which is an all-inclusive fee. Philip Remnant is the Senior Independent Director of the Company and he receives an annual fee of £50,000, in addition to his Board and Committee fees.

Salary levels for executive directors are reviewed annually by the Remuneration Committee taking account of the latest available market data.

The basic salaries of P-O M G Bouée, J Hunt, M G A McLintock, N A Nicandrou, B L Stowe, C T Thiam and M A Wells are £630,000, £644,000, £382,000, £682,000, HK\$8,490,000, £1,061,000 and US\$1,114,000 respectively.

In addition, the executive directors are eligible to receive a discretionary annual bonus and long term incentive awards as described more fully in the Directors' Remuneration Report on pages 89 to 123 of the Annual Report.

Interests in the share capital of the Company

As at 2 April 2014, being the latest practicable date prior to the publication of this document, the directors standing for election and re-election held the following interests in the ordinary share capital of the Company. These interests include shares acquired under the Share Incentive Plan, deferred annual incentive awards and interests in shares awarded on appointment. All interests are beneficial. For further information please refer to the Directors' Remuneration Report in the Annual Report.

Directors' interests in shares, options and awards

	Interests in ordinary shares	Interests in ordinary shares under option	Option exercise price	Option exercise periods
P-O M G Bouée	80,686	–	n/a	
H J Davies	8,316	n/a	n/a	
A F Godbehere	15,914	n/a	n/a	
J Hunt	121,968	–	n/a	
A D K Johnston	10,000	n/a	n/a	
P V F S Manduca	42,500	n/a	n/a	
M G A McLintock	512,263	–	n/a	
K S Nargolwala	50,000	n/a	n/a	
N A Nicandrou	402,781	3,268	466	1 Dec 16 – 31 May 17
A J L Nightingale	15,000	n/a	n/a	
P J Remnant	4,709	n/a	n/a	
A Schroeder	2,000	n/a	n/a	
B L Stowe	490,784	–	n/a	
C T Thiam	1,064,272	1,464	466/901	1 Dec 14 – 29 May 15/ 1 Dec 16 – 31 May 17
A Turnbull	16,624	n/a	n/a	
M A Wells	736,534	–	n/a	

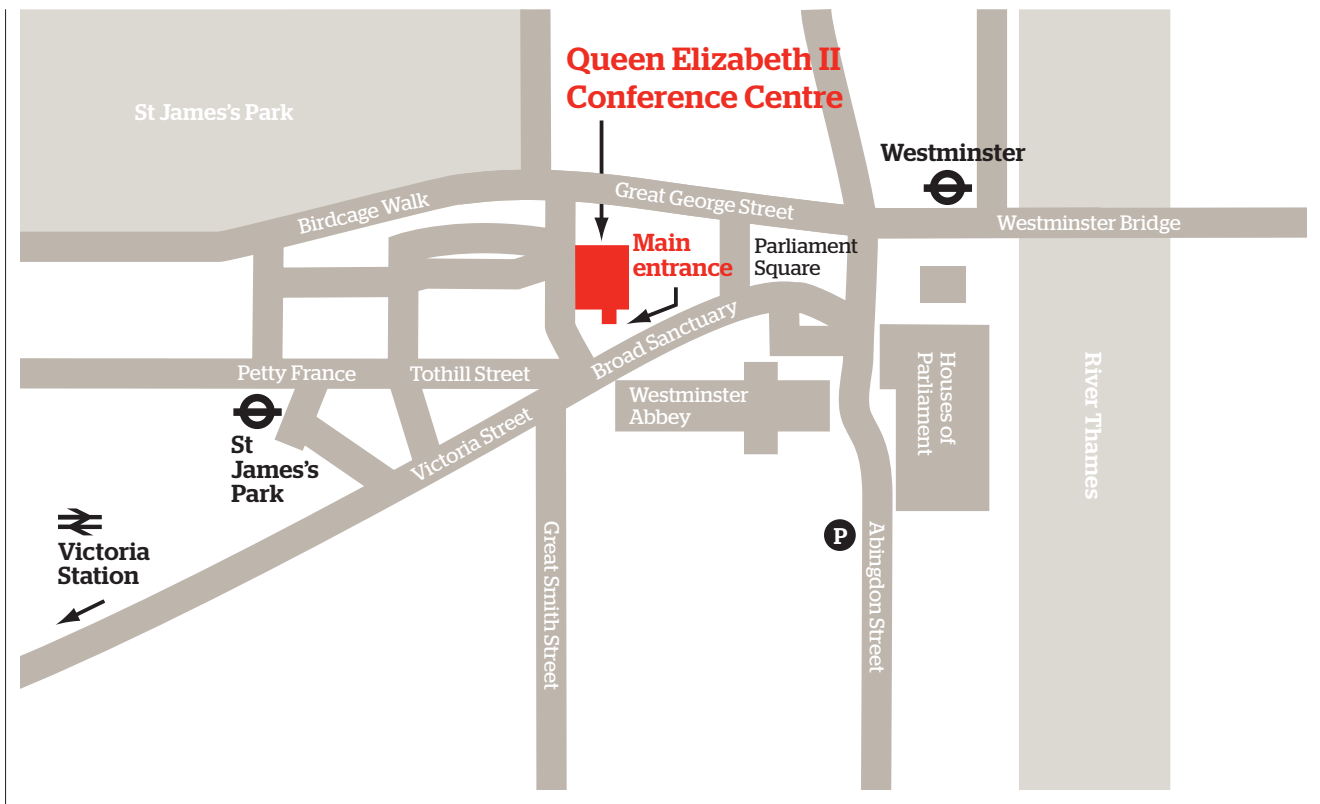
None of the directors standing for election or re-election has an interest in the Company's loan stock, nor the shares or loan stock of any subsidiary or associated undertaking of the Group.

Notes to Notice of Meeting

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, 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:
 - i. Completing and returning the enclosed Form of Proxy;
 - ii. 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. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, which are printed on the accompanying Form of Proxy. Full details of the procedures are given on the website. If you have already registered with Equiniti's on-line portfolio service Shareview, you may submit your proxy vote by logging onto your portfolio at www.shareview.co.uk and clicking on the link to vote. Instructions are given on the website;
 - Or
 - iii. 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 13 May 2014. 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 7 May 2014 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 London 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 13 May 2014 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 13 May 2014. Shareholders who hold their shares on the Irish branch register should return their completed proxies to Capita Asset Services Shareholder Solutions (Ireland), PO Box 7117, Dublin 2, Ireland or by hand (during normal business hours) to Capita Asset Services Shareholder Solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland so as to be received no later than 11.00am London time on Tuesday 13 May 2014. 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 7 May 2014 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 13 May 2014, (1.00am Hong Kong time on Wednesday 14 May 2014) (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 7 May 2014 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 2 April 2014 (being the latest practicable day prior to the publication of this Notice) the Company's issued share capital consists of 2,564,137,619 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 April 2014 were 2,564,137,619. 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). 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 13 May 2014. 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 service 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/investors/shareholder-centre/agm-information/2014
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.

Getting to the Annual General Meeting



The Prudential plc Annual General Meeting will be held at:

Churchill Auditorium,
Queen Elizabeth II Conference Centre,
Broad Sanctuary, Westminster,
London SW1P 3EE. 11.00am London time
(6.00pm Hong Kong/Singapore time) on
Thursday 15 May 2014.

The Notice of Meeting and all other
details for the Annual General Meeting are
available on our website: www.prudential.co.uk/investors/AGM information

Special arrangements have been made
to help shareholders who are in any way
physically disabled or those who are hard
of hearing.

The Queen Elizabeth II Conference
Centre operates a security system.
Cameras and recording devices are not
permitted in the auditorium.

By Underground

The nearest tube stations are St James's
Park and Westminster on the District and
Circle lines. Westminster is also on the
Jubilee line.

By bus

Bus routes 24, 11 and 211 all stop nearby.

Shareholder information

Shareholder enquiries

For enquiries about shareholdings, including dividends and lost share certificates, please contact the Company Registrars:

By post

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

By telephone

Tel 0871 384 2035
Fax 0871 384 2100
Textel 0871 384 2255
(for hard of hearing)

Calls to 0871 numbers are charged at 8p per minute plus network extras. Lines are open from 8.30am to 5.30pm (UK), Monday to Friday. International shareholders Tel: +44 (0) 121 415 7026

Dividend mandates

Shareholders may have their dividends paid directly to their bank or building society account. If you wish to take advantage of this facility, please call Equiniti Limited (Equiniti) and request a cash dividend mandate form. Alternatively, shareholders may download the form from www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms

If you are an overseas shareholder then you may be able to make use of the overseas payment service provided by Equiniti which enables your dividends to be paid in local currency direct to your bank account. This service is currently available to over 90 countries worldwide. To obtain further information about this service please call Equiniti on the number above or alternatively visit www.shareview.com/overseaspayments

Cash dividend alternative

The Company operates a Dividend Re-investment Plan (DRIP). Shareholders who have elected for the DRIP will automatically receive shares for all future dividends in respect of which a DRIP alternative is offered. The election may be cancelled at any time by the shareholder. Further details of the DRIP and the timetable are available on the Company's website at www.prudential.co.uk/prudential-plc/investors

Electronic communications

Shareholders are encouraged to elect to receive shareholder documents electronically by registering with Shareview at www.shareview.co.uk. This will save on printing and distribution costs, and create environmental benefits. Shareholders who have registered, will be sent an email notification whenever shareholder documents are available on the Company's website and a link will be provided to that information. When registering, shareholders will need their shareholder reference number which can be found on their share certificate or proxy form. The option to receive shareholder documents electronically is not available to shareholders holding shares through The Central Depository (Pte) Limited (CDP). Please contact Equiniti if you require any assistance or further information.

Equiniti Shareview Service

Information on how to manage shareholdings can be found at <https://help.shareview.co.uk>. The pages at this web address provide the following:

- Answers to commonly asked questions regarding shareholder registration;
- Links to downloadable forms, guidance notes, and Company history fact sheets;
- A choice of contact methods – via email, phone, or post.

Share dealing services

The Company's Registrars, Equiniti, offer a postal dealing facility for buying and selling Prudential plc ordinary shares; please see the Equiniti address opposite or telephone 0871 384 2248. They also offer a telephone and internet dealing service, Shareview, which provides a simple and convenient way of selling Prudential plc shares. For telephone sales call 0871 384 2020 between 8.30am and 4.30pm, Monday to Friday, and for internet sales log on to www.shareview.co.uk/dealing

ShareGift

Shareholders who have a only small number of shares the value of which makes them uneconomic to sell them may wish to consider donating them to ShareGift (Registered Charity 1052686). The relevant share transfer form may be downloaded

from our website www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms or from Equiniti. Further information about ShareGift may be obtained on +44 (0)20 7930 3737 or from www.ShareGift.org. There are no implications for capital gains tax purposes (no gain or loss) on gifts of shares to charity and it is also possible to obtain income tax relief.

Irish branch register

The Company operates a branch register for shareholders in Ireland. All enquiries regarding Irish branch register accounts should be directed to Capita Asset Services, Shareholder solutions (Ireland), PO Box 7117, Dublin 2. Telephone: + 353 1 553 0050.

Hong Kong branch register

The Company operates a branch register for shareholders in Hong Kong. All enquiries regarding Hong Kong branch register accounts should be directed to Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Telephone: +852 2862 8555.

American Depositary Receipts (ADRs)

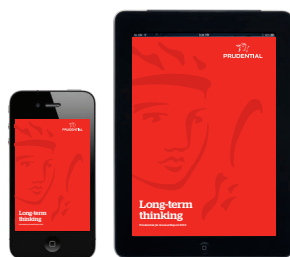
The Company's ordinary shares are listed on the New York Stock Exchange in the form of American Depositary Shares, evidenced by ADRs and traded under the symbol PUK. Each American Depositary Share represents two ordinary shares. All enquiries regarding ADR holder accounts should be directed to J.P. Morgan, the authorised depository bank, at J.P. Morgan Chase Bank N.A., PO Box 64504, St. Paul, MN 55164-0854, USA. Telephone General +1 800 990 1135 or from outside the US +1 651 453 2128 or log on to www.adr.com

Singapore shareholder enquiries

Shareholders who have shares standing to the credit of their securities accounts with CDP in Singapore may refer queries to the CDP at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588. Telephone +65 6535 7511. Enquiries regarding shares held in Depository Agent Sub-accounts should be directed to your Depository Agent or broker.

Registered office
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London EC4R 0HH
www.prudential.co.uk

Registered in
England and Wales: 1397169



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