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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 2014**

**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](http://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 Kaikhushru 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 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

## 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](http://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](http://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](http://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 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/investors/shareholder-centre/agm-information/2014](http://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.

#### **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.

As at the date of this announcement, the Board of Directors of Prudential plc 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 Andrew Turnbull KCB CVO

\* *For identification purposes*