

**Prudential plc (the "Company")**  
**Annual General Meeting 2009 (the "Meeting")**  
**Form of Proxy - IRISH BRANCH REGISTER**



IVC:

**Before completing this form, please read the explanatory notes on reverse**

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting OR the following person (see note 2 on reverse)



as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 14 May 2009 at 11.00am and at any adjournment thereof. I/We have indicated how I/we wish my/our proxy to vote on the following resolutions by marking the appropriate boxes like this . I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the Meeting as my/our proxy thinks fit. If no indication is given, the proxy will vote or abstain at his/her discretion.

	For	Against	Vote withheld	Discretionary
1. To receive the Directors' Report and the Financial Statements				
2. To approve the Directors' Remuneration Report				
3. To elect as a director Mr H M McGrath				
4. To re-elect as a director Mr M E Tucker				
5. To re-elect as a director Mr M G A McLintock				
6. To re-elect as a director Mr N E T Prettejohn				
7. To reappoint KPMG Audit Plc as auditor				
8. To authorise the directors to determine the amount of the auditor's remuneration				
9. To declare a final dividend of 12.91 pence per ordinary share of the Company				
10. Ordinary resolution: renewal of authority to allot ordinary shares				
11. Ordinary resolution: additional authority to allot ordinary shares for rights issues				
12. Ordinary resolution: renewal of authority to allot preference shares				
13. Special resolution: renewal of authority for disapplication of pre-emption rights				
14. Special resolution: renewal of authority for purchase of own shares				
15. Special resolution: amendments to Articles of Association – Companies Act 2006				
16. Special resolution: notice for general meetings				

Please tick here if the appointment being made by this Form of Proxy is one of multiple appointments being made (see note 3 overleaf).

Signature

Date

# Prudential plc (the "Company")

## Annual General Meeting 2009 (the "Meeting")

### Notes

1. The Annual General Meeting will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 14 May 2009 at 11.00am. If you wish to attend please bring a copy of this Form of Proxy to act as your attendance card.
  2. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy overleaf. If you wish to appoint a proxy other than the chairman, you should delete the words 'the Chairman of the Meeting' and enter the name of the proxy into the appropriate space on the Form of Proxy overleaf. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
  3. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars (Ireland) Limited on +3531 8102400 to request further Forms of Proxy. Alternatively, you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the end of the Form of Proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
  4. A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the Meeting and voting in person.
  5. If you want your proxy to vote in a certain way on the resolutions specified please place a mark in the relevant boxes. If you select 'Discretionary' or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any additional or amended resolution that is put to the Meeting.
  6. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
  7. If your proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
  8. The attention of joint holders is directed to the following extract from the Articles of Association of the Company: 'In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.'
  9. To appoint a proxy using the Form of Proxy overleaf, the form and any power of attorney or any other authority (or a copy of such authority certified notari ally) under which it is signed must be: (i) completed and signed; (ii) sent to Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7; and (iii) received by Capita Registrars (Ireland) Limited not later than 5:00pm on 11 May 2009.
- A corporation is requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.

### 2008 final dividend and evergreen scrip dividend

The timetable for the 2008 final dividend is as follows:

19 March 2009	Announcement of 2008 full year results and final dividend.
08 April 2009	Ordinary shares quoted ex-dividend.
14 April 2009	Record date for the 2008 final dividend.
17 April 2009	Calculation of scrip reference price which is expected to be based on the average price from 8 April 2009 to 16 April 2009 and will be displayed on the Company's website.
30 April 2009	Final date for receipt of Scrip Dividend Mandate Form for the 2008 final dividend.
21 May 2009	Share certificates for scrip dividend, and dividend warrants posted.
22 May 2009	Dividend payment date.
22 May 2009	First day of dealing in the new shares.

Shareholders who have elected to receive the scrip dividend will receive shares instead of cash for the 2008 final dividend unless the election is cancelled in accordance with the terms of the Evergreen Scrip Dividend Scheme which are set out in the Evergreen Scrip Dividend Booklet (see below).

Shareholders who have not elected and wish to join the Evergreen Scrip Dividend Scheme should download and complete an Irish Branch Register Scrip Dividend Mandate Form (a "**Mandate**") from our website. It can be accessed directly at the following address: [http://www.prudential.co.uk/prudential-plc/investors/shareholder\\_services/forms/](http://www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms/). A Mandate can only be made in respect of your entire holding of shares in the capital of the Company. If you have submitted a Mandate but the directors decide not to offer the scrip dividend alternative in respect of any particular dividend a cash dividend will be paid to you in the usual way.

Any completed Mandate should be sent to the Company's Irish Branch Register Registrar, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 to be received by no later than 5pm on 30 April 2009. All Mandates received after this date will receive a cash dividend for the 2008 final dividend, but will participate in all future scrip dividends. The Irish Branch Register Scrip Dividend Booklet, which explains the procedures and the terms of the Evergreen Scrip Dividend Scheme, can also be viewed and downloaded from our website. It can be accessed directly at the following address: [http://www.prudential.co.uk/prudential-plc/investors/shareholder\\_services/forms/](http://www.prudential.co.uk/prudential-plc/investors/shareholder_services/forms/). You may also obtain an Evergreen Scrip Dividend Booklet and Mandate in hard copy from our registrar by calling +353 1 810 2400. Elections can be cancelled by written notice to the Company's Irish Branch Register Registrar.

You are reminded that the price of shares can go down as well as up. For your protection, the directors may (and absent mitigating circumstances intend to) cancel your Mandate and pay a cash dividend instead, if the middle market quotation as derived from the Daily Official List of the London Stock Exchange for the Company's ordinary shares on 1 May 2009 has fallen by 15 per cent or more from the scrip reference price calculated on 17 April 2009.