

# Prudential plc Annual General Meeting 2007

## Form of Proxy - IRISH BRANCH REGISTER



IVC:

I/We, the undersigned, a member of Prudential plc, hereby appoint the Chairman of the meeting (see note 2 on reverse)

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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 17 May 2007 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.

Ordinary Business	For	Against	Vote Withheld	Discretionary
1. To receive the Directors' Report and the Financial Statements				
2. To approve the Directors' Remuneration Report				
3. To re-elect as a director Mr P A J Broadley				
4. To re-elect as a director Mr M W O Garrett				
5. To re-elect as a director Mrs B A Macaskill				
6. To re-elect as a director Mr C P Manning				
7. To elect as a director Mr B L Stowe				
8. To reappoint KPMG Audit Plc as auditor				
9. To authorise the Directors to fix the amount of the auditor's remuneration				
10. To declare a final dividend of 11.72 pence per ordinary share of the Company				
Special Business				
11. Ordinary resolution: renewal of authority to make political donations				
12. Ordinary resolution: renewal of authority to allot ordinary 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: to authorise the evergreen scrip dividend scheme				
16. Special resolution: amendments to Articles of Association - website communications				
17. Special resolution: amendment to Articles of Association – evergreen scrip dividend				
18. Special resolution: amendment to Articles of Association - directors' indemnities				
19. Special resolution: amendment to Articles of Association - jurisdiction of the English court				

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## Notes

1. If you wish to attend the Annual General Meeting at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 17 May 2007 at 11.00am, please phone Capita Registrars on +3531 8102400 to obtain an attendance card. You may be asked to produce it to show you have the right to attend and speak or vote at the meeting.

2. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to act on your behalf by completing the Form of Proxy overleaf. You may appoint a proxy of your own choice if you wish; if you do so the words 'the Chairman of the meeting' should be deleted and the name of the proxy entered into the appropriate space. A proxy may not speak at the meeting, except with the permission of the Chairman of the meeting.

3. A proxy need not be a member of the Company. Appointment of a proxy does not preclude a member from attending the meeting and voting in person.

### **Completion of Form of Proxy**

4. 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.

5. 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.

6. 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 names of the holders stand in the register.'

7. This form and any power of attorney or any other authority (or a copy of such authority certified notarially) under which it is signed must be lodged with Capita Registrars, Unit 5, Manor Street Business Park, Manor Street, Dublin 7 not later than 11:00am on 15 May 2007. 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.