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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 GENERAL MEETING**

Notice is hereby given that a General Meeting (the “**Meeting**”) of Prudential plc (the “**Company**”) will be held at Nomura, 1 Angel Lane, London EC4R 3AB at 10.00 am UK time (5.00 pm Hong Kong/Singapore time) on 27 August 2021. Shareholders will be able to join and participate in the General Meeting in person (to the extent this remains possible in accordance with government guidance, which may change after the publication of this Circular) or electronically through Lumi.

If a Shareholder is attending the General Meeting in person, we require them to adhere to the site guidelines in place at the time in relation to health, safety and security. Direction and transport information will be provided to you upon your registration. This will allow us to properly implement social distancing measures and other health and safety precautions. For the safety of others, in line with the government guidance and legislation, please do not attend the General Meeting in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine.

The shorter notice period of 14 clear days as approved at the Company’s last Annual General Meeting has been used for the purposes of this Meeting as the Directors believe that the flexibility offered by the shorter notice period is in the best interests of shareholders generally, taking into account the circumstances and business of the Meeting.

### **THAT:**

- (A) upon the recommendation and conditional on the approval of the directors of the Company and prior to the class A common stock (the “**Jackson Shares**”) of Jackson Financial Inc. (“**Jackson**”) being admitted to trading on the NYSE, an interim distribution in specie of Jackson Shares by the Company representing approximately 70.1 per cent. of the voting interest (and approximately 69.2 per cent. of the economic interest) in the total common stock of Jackson be and is hereby declared payable to holders of ordinary shares of the Company (“**Prudential Shares**”) on the main UK register of members of the Company at 6.00 pm on 2 September 2021 (UK time) and the Hong Kong register of members of the Company at 5.00 pm on 2 September 2021 (Hong Kong time) (or, in each case, such other time or date as the directors of the Company may determine) (the “**Record Time**”) (each such holder being a “**Shareholder**”), in the proportion of one Jackson Share for each 40 Prudential Shares then held by each Shareholder, so that each Shareholder will hold an entitlement to one Jackson Share for each 40 Prudential Shares held by such Shareholder at the applicable Record Time;
- (B) the Demerger is hereby approved for the purposes of Chapter 10 of the listing rules of the FCA made under section 73A(1) of the Financial Services and Markets Act 2000 of the United Kingdom, as amended, and generally; and
- (C) each and any of the directors of the Company be and is hereby authorised to conclude and implement the Demerger and to do or procure to be done all such acts and things on behalf of the Company and each of its subsidiaries as they may, in their discretion, consider necessary or expedient for the purpose of giving effect to the Demerger with such amendments, modifications, variations or revisions thereto as are not of a material nature.

By order of the Board  
**Prudential plc**  
**Tom Clarkson**  
*Company Secretary*

6 August 2021

Registered Office:  
Prudential plc  
1 Angel Court, London  
EC2R 7AG  
United Kingdom

## Notes

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 online portfolio service Shareview, you may submit your proxy vote by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions; 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 10.00 am London time (5.00 pm Hong Kong/Singapore time) on 25 August 2021. 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 5.00 pm Singapore time on 17 August 2021 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 please contact Equiniti on 0333 207 6392 or Computershare Hong Kong on +852 2862 8699. Please contact +44 333 207 6392 for the Equiniti overseas helpline if you are calling from outside the UK. Lines at Equiniti are open from 8.30 am to 5.30 pm London time Monday to Friday.
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 10.00 am London time on 25 August 2021 or at Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 5.00 pm Hong Kong/Singapore time on 25 August 2021. 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 5.00 pm Singapore time on 17 August 2021 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, or via the Lumi website app, 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 Companies 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 or Hong Kong branch register as at 6.30 pm London time on 25 August 2021 (4.30 pm Hong Kong time on 25 August 2021) (or, in the event of any adjournment, 6.30 pm 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 5.00 pm Singapore time on 17 August 2021 (or in the event of an adjournment 5.00 pm Singapore time nine days prior to the adjourned meeting). The earlier CDP deadline is to allow sufficient time for a person holding an interest in shares through CDP to obtain authorisation to act as a proxy or representative of HKSCC Nominees Limited, in whose name the shares are registered, at the Meeting. Changes to the Company's share registers after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
9. As at 4 August 2021 (being the latest practicable date prior to the publication of this Notice of General Meeting), the Company's issued share capital consists of 2,615,612,760 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at 4 August 2021 are 2,615,612,760 votes. 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 10.00 am London time on 25 August 2021. 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/her 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. Any member or their proxy attending the Meeting 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 save that no such answer need be given if (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
17. A copy of this Notice and other information required by Section 311A of the Companies Act, may be found at [www.prudentialplc.com/investors/shareholder-information/jackson-demerger-transaction-documents](http://www.prudentialplc.com/investors/shareholder-information/jackson-demerger-transaction-documents).
18. The Company will continue its practice of calling a poll on the resolution at the Meeting. The provisional voting results, which will include all votes cast for and against the resolution at the Meeting, and all proxies lodged prior to the Meeting, which will include votes cast for and against the 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 the resolution and ensures all votes cast either at the Meeting or through proxies are included in the result.
19. For meetings held on or after 3 September 2020 where the company is a traded company, members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information please contact our Registrars, Equiniti, on 0333 207 6392 if calling from the UK or +44 333 207 6392 if calling from overseas. Lines are open from 8.30 am to 5.30 pm Monday to Friday, excluding bank holidays in England and Wales. Alternatively you can write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
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.
21. The Company may process personal data of attendees at the Meeting. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.prudentialplc.com/~media/Files/P/Prudential-V3/content-pdf/prudential-plc-privacy-policy-oct2019.pdf](http://www.prudentialplc.com/~media/Files/P/Prudential-V3/content-pdf/prudential-plc-privacy-policy-oct2019.pdf).

As at the date of this announcement, the Board of Directors of Prudential plc comprises:

*Chair*

Baroness Shriti Vinodkant Vadera

*Executive Directors*

Michael Andrew Wells (*Group Chief Executive*), Mark Thomas FitzPatrick CA and Stuart James Turner FCA FCSI FRM

*Independent Non-executive Directors*

Jeremy David Bruce Anderson CBE, Chua Sock Koong CFA, David John Alexander Law ACA, Ming Lu,

Anthony John Liddell Nightingale CMG SBS JP, The Hon. Philip John Remnant CBE FCA,

Alice Davey Schroeder, Thomas Ros Watjen, Jane Fields Wicker-Miurin OBE,

Jeanette Kai Yuan Wong and Yok Tak Amy Yip

\* *For identification purposes*