

DEFINITIONS

The following terms apply throughout this document unless the context otherwise requires:

Acquisition	the proposed purchase of the AIA Group by New Prudential pursuant to the terms of, and subject to the conditions in, the Acquisition Agreement;
Acquisition Agreement	the agreement (as amended) between AIA Aurora LLC, AIG, Prudential and New Prudential for the acquisition of the entire issued share capital of AIA by New Prudential;
ADRs	American depositary receipts;
AIA	AIA Group Limited, a company incorporated on 24 August 2009 under the Companies Ordinance;
AIA-B	American International Assurance Company (Bermuda) Limited, an AIA Co subsidiary;
AIA-CM	AIA Corporate Marketing Company Limited, an AIA subsidiary;
AIA Co	American International Assurance Company, Limited, an AIA subsidiary;
AIA Aurora	AIA Aurora LLC, a subsidiary of AIG;
AIA Australia	AIA Australia Limited, an AIA Co subsidiary;
AIA Brunei	the business and operations of AIA Co's branch in Brunei;
AIA Central	building located at 1 Connaught Road, Central, Hong Kong;
AIA China	the business and operations of AIA Co's China branches and sub-branches;
AIA Group	AIA and, except where the context otherwise requires, all of its subsidiaries and branches, or where the context refers to any time prior to AIA's incorporation, the business which its present subsidiaries and branches were engaged in and which were subsequently assumed by AIA;
AIA Hong Kong	the business and operations of AIA Co's and AIA-B's Hong Kong branches;
AIA India	Tata AIG Life Insurance Company Limited, a joint venture between Tata Sons Limited and AIA-B;
AIA Indonesia	PT AIA Financial, an AIA Co subsidiary;
AIA Korea	the business and operations of AIA-B's Korea branch;
AIA Macau	the business and operations of AIA-B's Macau branch;
AIA Malaysia	American International Assurance Bhd., an AIA Co subsidiary;
AIA New Zealand	the business and operations of AIA-B's New Zealand branch;
AIA Pension	AIA-T and AIA-PT, collectively;
AIA-PT	AIA Pension and Trustee Company Limited, an AIA Co subsidiary;
AIA Singapore	the business and operations of AIA Co's Singapore branch;
AIA-T	American International Assurance Company (Trustee) Limited, an AIA Co subsidiary;
AIA Taiwan	the business and operations of AIA-B's Taiwan branch;
AIA Thailand	the business and operations of AIA Co's Thailand branch;
AIA Vietnam	AIA (Vietnam) Life Insurance Company Limited, an AIA-B subsidiary;
AIG	American International Group, Inc.;
AIG Events	the events involving AIG during the second half of 2008 as described in paragraph 2.2 of Part VIII of this prospectus;

AIG Group	AIG and its subsidiary undertakings from time to time, excluding the AIA Group;
AIRCO	American International Reinsurance Company, Limited, an AIG subsidiary;
ALICO	American Life Insurance Company, an AIG subsidiary;
Articles of Association or Articles	the articles of association of Prudential details of which are set out in section 4 of Part XIX of this document;
Board	the board of Directors;
Bond Offerings	has the meaning given in section 3 of Part V;
BPI	the Bank of the Philippine Islands;
bps	basis points;
Bridge Facility	has the meaning given in section 3 of Part V;
business day	a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which banks generally are open for business in London for the transaction of normal banking business;
CAGR	compound annual growth rate;
Cashless Take Up	the procedure described in Part IX of this document enabling Qualifying Non-CREST Shareholders to sell a sufficient number of Nil Paid Rights to raise money to take up the remainder using the Equiniti Dealing Facility;
CCASS	the Central Clearing and Settlement System established and operated by HKSCC;
CCASS Clearing Participant	a person admitted to participate in CCASS as a direct clearing or a general clearing participant;
CCASS Custodian Participant	a person admitted to participate in CCASS as a custodian participant;
CCASS Investor Participant	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation;
CCASS Participant	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant;
CCSS	the CREST Courier and Sorting Service established by Euroclear to facilitate, among other things, the deposit and withdrawal of securities;
CDP	The Central Depository (Pte) Limited, which operates the Central Depository System for the holding and transfer of book-entry securities traded on the SGX-ST;
certificated or in certificated form	where a share or other security is not in uncertificated form;
China or the PRC	the People's Republic of China excluding, for the purpose of this document only, Hong Kong, Macau and Taiwan, unless otherwise specified;
Circular	the circular dated 17 May 2010 sent to the holders of Prudential Shares containing details of the Transactions;
City Code	the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers;
Closing Price	the closing middle market quotation in pounds sterling of a Prudential Share, as published in the daily official list of the London Stock Exchange;
Co-Lead Managers	Barclays Bank PLC, BNP PARIBAS, Credit Agricole Corporate and Investment Bank, Mediobanca — Banca di Credito Finanziario S.p.A., Natixis, Nomura International plc, Scotiabank Europe plc,

	Société Générale, Standard Chartered Securities (Hong Kong) Limited, UniCredit Bank AG, United Overseas Bank Limited;
Co-Managers	Banco Bilbao Vizcaya Argentaria S.A., BOCI Asia Limited, Commerzbank Aktiengesellschaft, DBS Bank Ltd., Fortis Bank (Nederland) N.V., ICBC International Securities Limited, Keefe, Bruyette & Woods Limited, Lloyds Bank Plc, Macquarie Capital (Europe) Limited, Royal Bank of Canada Europe Limited;
Combined Code	the Combined Code on Corporate Governance dated June 2008;
Companies Act	the UK Companies Act 2006 (as amended or re-enacted);
Companies Ordinance	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong), as amended or re-enacted;
Court	the High Court of Justice in England and Wales;
Court Hearing	the hearing (or hearings) by the Court of the petition to sanction the Scheme and grant the Court Order;
Court Meeting	the meeting of the holders of Prudential Shares convened by order of the Court pursuant to section 896 of the Companies Act to consider, and if thought fit, approve the Scheme (with or without amendment), and any adjournment thereof;
Court Order	the order of the Court sanctioning the Scheme under section 899 of the Companies Act;
Credit Suisse	Credit Suisse Securities (Europe) Limited;
CREST	a computerised system for the paperless settlement of sales and purchases of securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as from time to time amended;
Designated Dealers	Credit Suisse Securities (Hong Kong) Limited, HSBC Securities Brokers (Asia) Limited; and J.P. Morgan Broking (Hong Kong) Limited and/or their respective affiliates;
Designated Period	the period from the date of commencement of trading of Prudential Shares on the Hong Kong Stock Exchange (i) up to and including the date of commencement of trading in the Rights Issue Shares (fully paid) on the Hong Kong Stock Exchange or (ii) up to one month after the commencement of trading in shares on the Hong Kong Stock Exchange, whichever is later;
Directors	before the Scheme Effective Date the directors from time to time of Prudential and after the Scheme Effective Date, the directors from time to time of New Prudential;
Disclosure and Transparency Rules	the disclosure rules and transparency rules issued by the UKLA for the purposes of Part VI of FSMA 2000;
DPF	discretionary participation features (see Glossary);
EEA States	the member states of the European Economic Area;
EEV	European Embedded Value;
Enlarged Group	the group of companies, which will following completion of the Acquisition and the Scheme, comprise New Prudential, the Prudential Group and the AIA Group;
Equiniti Dealing Facility	the share dealing service described in Part IX of this document provided by Equiniti Financial Services Limited;
EU	the European Union;
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST;

Excluded Shareholders	subject to certain exceptions, shareholders of Prudential who have an address in any Excluded Territory on Prudential’s register of members;
Excluded Territories	the United States, India, Japan, Malaysia, New Zealand, South Africa and any other jurisdiction where the extension to or availability of the Rights Issue would breach any applicable law;
Existing Shares	the Prudential Shares in issue at the date of this document and, following their issue, the Prudential Shares expected to be issued on 27 May 2010 to shareholders who have elected to receive the scrip dividend alternative for the 2009 final dividend;
Form of Proxy	either or both of the Blue Form of Proxy for use at the Court Meeting and the Pink Form of Proxy for use at the General Meeting and “Forms of Proxy” shall be construed accordingly.
FRBNY	the Federal Reserve Bank of New York;
FSA	the Financial Services Authority, granted powers as a regulator under FSMA 2000;
FSMA 2000	the Financial Services and Markets Act 2000, as amended;
Fully Paid Rights	rights to acquire Rights Issue Shares, fully paid;
FY 2007	in relation to Prudential and the Prudential Group, the financial year ending 31 December 2007 and in relation to AIA and the AIA Group, the financial year ending 30 November 2007;
FY 2008	in relation to Prudential and the Prudential Group, the financial year ending 31 December 2008 and in relation to AIA and the AIA Group, the financial year ending 30 November 2008;
FY 2009	in relation to Prudential and the Prudential Group, the financial year ending 31 December 2009 and in relation to AIA and the AIA Group, the financial year ending 30 November 2009;
General Meeting	the meeting of the holders of the Prudential Shares to consider, and if thought fit, approve the Rights Issue Resolution and other resolutions in relation to the Transactions, including any adjournment thereof;
HK or Hong Kong	the Hong Kong Special Administrative Region of the People’s Republic of China;
HK Admission	the admission of the Rights Issue Shares (nil paid) to listing and trading on the Hong Kong Stock Exchange becoming effective;
HK Business Day	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business;
HK Register	the Hong Kong overseas branch register of members of Prudential;
HK Registrar	Computershare Hong Kong Investor Services Limited;
HKSCC	Hong Kong Securities Clearing Company Limited;
HKSCC Nominees	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
HK Shareholders	holders of Prudential Shares who are registered on the HK Register on the Record Date;
HM Revenue and Customs or HMRC	Her Majesty’s Revenue and Customs and, where relevant, any predecessor body which carried out part of its functions and references to any approval by Her Majesty’s Revenue and Customs shall, where appropriate, include approval by an officer of Her Majesty’s Revenue and Customs;
Hong Kong dollar or HK\$	the lawful currency of Hong Kong;
Hong Kong Listing Rules	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;

Hong Kong Sponsor	Credit Suisse (Hong Kong) Limited, a licensed corporation under SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities under the Securities and Futures Ordinance;
Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited;
HSBC	HSBC Bank plc;
Hybrid Capital Facility	has the meaning given in section 3 of Part V;
IASB	the International Accounting Standards Board;
ICO	the Insurance Companies Ordinance, Chapter 41 of the Laws of Hong Kong;
IFRS	International Financial Reporting Standards;
Irish Register	the Irish overseas branch register of members of Prudential;
Issue Price	104 pence per Rights Issue Share or, for HK Shareholders and Singapore Shareholders, HK\$11.78 per Rights Issue Share (being the Hong Kong dollar equivalent of 104 pence using the £:HK\$ exchange rate of 11.3277, the noon buying rate on 14 May 2010 as derived from Bloomberg (as the case may be));
Jackson	Jackson National Life Insurance Company, a wholly-owned subsidiary of Prudential;
Joint Bookrunners	Credit Suisse, HSBC and J.P. Morgan Cazenove;
Joint Global Co-ordinators	Credit Suisse, HSBC and J.P. Morgan Cazenove;
Joint Lead Arrangers	has the meaning given in section 3 of Part V of this prospectus;
Joint Lead Managers	Banca IMI S.p.A., Banco Santander, S.A., Merrill Lynch International, Citigroup Global Markets U.K. Equity Limited, Deutsche Bank AG London Branch, ING Bank N.V., Morgan Stanley Securities Limited, RBS Hoare Govett Limited, UBS Limited;
Joint Sponsors	Credit Suisse, HSBC and J.P. Morgan Cazenove;
J.P. Morgan Cazenove	J.P. Morgan plc in its role as financial advisor to the Transactions or J.P. Morgan Securities Ltd. in its role as joint sponsor, joint global co-ordinator, joint bookrunner and underwriter to the Rights Issue and joint sponsor to the introduction of New Prudential, as applicable;
Key Geographical Markets	in relation to AIA Group, means Hong Kong, Thailand, Singapore, Malaysia, China and Korea;
Key Markets	in relation to AIA Group, means Hong Kong (including Macau), Thailand, Singapore (including Brunei), Malaysia, China and Korea;
Lazard	Lazard Frères & Co LLC and Lazard & Co., Limited;
Listing Rules	the listing rules issued by the UKLA for the purposes of Part VI of FSMA 2000;
London Stock Exchange	London Stock Exchange plc;
M&G	the Prudential Group's UK and European fund management business;
Macau	the Macau Special Administrative Region of the People's Republic of China;
MAS	Monetary Authority of Singapore;
Mandatory Convertible Notes or MCNs	the mandatory convertible notes to be issued by New Prudential as described in paragraph 2 of Part V of this prospectus;
MDRT	the Million Dollar Round Table, an association that represents sales professionals in the life insurance-based financial services industry;

Money Laundering Regulations	the Money Laundering Regulations 2007 (SI 2007/2157);
New Prudential	Prudential Group plc, a company registered in England and Wales with registered number 07163561 and with its registered office at Laurence Pountney Hill, London EC4R 0HH;
New Prudential ADRs	the American depository shares each representing two New Prudential Shares, evidenced by American depository receipts;
New Prudential Prospectus	the prospectus dated the same date as this prospectus issued by New Prudential for the introduction of New Prudential Shares to the premium segment of the Official List and to trading on the London Stock Exchange;
New Prudential Reduction of Capital	the proposed reduction of capital of New Prudential by the reduction of the nominal value of each New Prudential Share from 100 pence to 5 pence as described in Part II of the Circular;
New Prudential Shares	the ordinary shares of 100 pence each in the capital of New Prudential;
New Share Plans	the New Prudential Group Performance Share Plan, the New Prudential Business Unit Performance Plans, the New Prudential UK Savings Related Share Option Scheme, the New Prudential Irish SAYE Scheme, the New Prudential International Employees SAYE Scheme, the New Prudential International (Non-Employees) SAYE Scheme, the New Prudential Share Incentive Plan, the New Prudential Share Option Plan, the Momentum Retention Plan the M&G Executive Long Term Incentive Plan 2010 and the New Prudential Europe Share Participation Plan;
Nil Paid Rights	rights to acquire Rights Issue Shares, nil paid;
OCI	the Office of the Commissioner of Insurance, a regulatory body responsible for the supervision and regulation of the Hong Kong insurance industry;
Official List	the list maintained by the FSA in accordance with section 74(1) of FSMA 2000 for the purposes of Part VI of FSMA 2000;
Ondra Partners	Ondra LLP, trading as Ondra Partners;
Other Geographical Markets	in relation to the AIA Group, means Australia, the Philippines, Indonesia, Vietnam, Taiwan, New Zealand, Macau, Brunei and the AIA Group's interests in its joint venture in India;
Other Markets	in relation to AIA Group, means Australia, the Philippines, Indonesia, Vietnam, Taiwan, New Zealand and the AIA Group's interest in its joint venture in India;
Overseas Shareholders	holders of Prudential Shares with registered addresses outside the UK, Hong Kong or Singapore or who are citizens or residents of countries outside the UK, Hong Kong or Singapore;
PAC	The Prudential Assurance Company Limited (a wholly-owned subsidiary of Prudential), a company incorporated in England and Wales with registered number 15454;
Philamlife	the Philippine American Life and General Insurance Company, an AIA subsidiary;
pounds sterling or £	the lawful currency of the United Kingdom;
Prospectus Rules	the prospectus rules of the FSA made under section 73A of FSMA 2000;
Provisional Allotment Letter	the renounceable provisional allotment letter expected to be sent to Qualifying Non-CREST Shareholders, Qualifying Non-CCASS Shareholders and HKSCC Nominees (other than certain Overseas Shareholders) in respect of the Rights Issue Shares to be provisionally allotted to them pursuant to the Rights Issue;

Prudential	Prudential plc, a company incorporated in England and Wales, with registered number 1397169 and with its registered office at Laurence Pountney Hill, London EC4R 0HH;
Prudential ADRs	the American depositary shares each representing two Prudential Shares, evidenced by American depositary receipts;
Prudential Corporation Asia	the Prudential Group's Asian operations;
Prudential Group	Prudential and its subsidiary undertakings from time to time;
Prudential Shares	the ordinary shares of 5 pence each in the capital of Prudential (including, if the context requires, the Rights Issue Shares);
Prudential Share Schemes	the Prudential Group Performance Share Plan, the Prudential Business Unit Performance Plan, the Prudential Savings Related Share Option Scheme, the Prudential 2003 Savings Related Share Option Scheme, the Prudential International Savings Related Share Option Scheme, the Prudential International Savings Related Share Option Scheme for non-employees, the Prudential International Assurance ShareSave Plan, the Prudential Group Deferred Bonus Plan 2010, the Prudential Services Limited Share Incentive Plan, the Prudential Assurance Company Limited Share Incentive Plan, the Prudential UK Services Limited Share Incentive Plan, the Prudential Group Share Incentive Plan, the Prudential Europe Share Participation Plan, the Prudential-Jackson National Life US Performance Share Plan, the PCA Long Term Incentive Plan, the PCA Deferred Bonus Plan, the PruCap Business Deferred Bonus Plan, the Momentum Retention Plan, the Annual Incentive Plan, the Annual Incentive Plan (US tax payers) and the Prudential Restricted Share Plan;
Qualifying CCASS Shareholders	persons holding Prudential Shares in the name of HKSCC Nominees on the HK Register and deposited directly into CCASS at the Record Date;
Qualifying CDP Shareholders	persons holding an interest in Prudential Shares on the HK Register at the Record Date in uncertificated form through CDP and who had, at least three Singapore Business Days prior to the Record Date, provided CDP with an address in Singapore for the service of notices and documents;
Qualifying CREST Shareholders	Qualifying Shareholders holding Prudential Shares on the UK Register in uncertificated form through CREST;
Qualifying Non-CCASS Shareholders	Qualifying Shareholders holding Prudential Shares on the HK Register in certificated form (other than those being held in the name of HKSCC Nominees);
Qualifying Non-CREST Shareholders	Qualifying Shareholders holding Prudential Shares on the UK Register in certificated form (that is, not through CREST);
Qualifying Shareholders	holders of Prudential Shares on the relevant register of members of Prudential at the Record Date;
Receiving Agent	Equiniti Limited;
Record Date	for UK Shareholders is 5.00 p.m. (London time) on 4 June 2010, for HK Shareholders is 4.30 p.m. (Hong Kong time) on 4 June 2010 and for Singapore Shareholders is 5.00 p.m. (Singapore time) on 4 June 2010;
Registrar	Equiniti Limited;
Registrars	the Registrar and the HK Registrar;
Regulatory Information Service	one of the regulatory information services authorised by the UKLA to receive, process and disseminate regulatory information in respect of listed companies;

Rights Issue	the proposed issue of Rights Issue Shares by way of rights to Qualifying Shareholders on the basis described in this prospectus and in the case of Qualifying Non-CREST Shareholders, Qualifying Non-CCASS Shareholders and HKSCC Nominees only, in the Provisional Allotment Letter and, in the case of Qualifying CDP Shareholders only, the Singapore Application Form;
Rights Issue Resolution	the ordinary resolution numbered 2 and set out in the notice of the General Meeting set out in the Circular and which is to be proposed at the General Meeting;
Rights Issue Shares	the new Prudential Shares to be allotted and issued pursuant to the Rights Issue;
RTGS	real time gross settlement;
Scheme	the proposed scheme of arrangement under sections 895 to 899 of the Companies Act between Prudential and the Scheme Shareholders as set out in Part V of the Circular, with or subject to any modification, addition or condition approved or imposed by the Court;
Scheme Effective Date	the date on which the Scheme becomes effective in accordance with its terms;
Scheme Record Time	6.00 p.m. (London time) on the business day prior to the Scheme Effective Date;
Scheme Resolutions	the resolution set out in the notice of Court Meeting set out in the Circular and/or the special resolution, numbered 1, set out in the notice of General Meeting set out in the Circular which will be proposed at the Court Meeting and General Meeting, respectively;
Scheme Shareholder	a holder of Scheme Shares;
Scheme Shares	(i) all Prudential Shares in issue at the date of this document; (ii) all (if any) Prudential Shares issued after the date of this document and prior to the Scheme Record Time; and (iii) all (if any) Prudential Shares issued at or after the Scheme Record Time and prior to the confirmation by the Court of the reduction of capital provided for under the Scheme in respect of which the original or any subsequent holders thereof shall be bound by the Scheme or shall by such time have agreed in writing to be bound by the Scheme;
Securities and Futures Ordinance	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended or re-enacted;
SFC	Securities and Futures Commission of Hong Kong;
SGX-ST	the Singapore Exchange Securities Trading Limited;
S\$ or Singapore dollar	the lawful currency of Singapore;
Singapore Admission	the admission of the Rights Issue Shares (nil paid) to listing and trading on the SGX-ST becoming effective;
Singapore Application Form	the application form to be sent to Qualifying CDP Shareholders (other than certain Overseas Shareholders), containing details of terms and conditions of the Rights Issue applicable to Qualifying CDP Shareholders and the procedures by which such Shareholders may apply to take up Rights Issue Shares;
Singapore Business Day	a day on which the SGX-ST is open for trading in securities;
Singapore Official List	the list of issuers maintained by the SGX-ST in relation to the SGX-ST Main Board or Catalyst;
Singapore Renounee	a purchaser of the Nil Paid Rights through CDP's book-entry (scripless) settlement system;

Singapore Shareholders	holders of an interest in Prudential Shares on the HK Register in uncertificated form through CDP on the Record Date;
Subordinated Debt Financing Facility	has the meaning given in section 16.8 of Part XIX;
Subordinated Note Commitment Letter	has the meaning given in section 3 of Part V;
Tier 1 Notes	the tier one notes to be issued by Prudential as described in paragraph 2 of Part V of this prospectus;
Transactions	the transactions involved in the Acquisition and Scheme;
TWPI	the total weighted premium income (see Glossary);
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland;
UK Admission	the admission of the Rights Issue Shares, (nil paid) to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange becoming effective;
UKLA	the Financial Services Authority acting in its capacity as the competent authority for listing under Part VI of FSMA 2000;
UK Shareholders	holders of Existing Shares who are registered on the UK Register or the Irish Register on the Record Date;
UK Register	the register of members of Prudential kept in the UK and includes, where the context requires it, the Irish Register;
uncertificated or in uncertificated form	in relation to shares, means recorded on the relevant register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST (as applicable);
Underwriters	Credit Suisse, HSBC, J.P. Morgan Cazenove, each of the Joint Lead Managers, each of the Co-Lead Managers, each of the Co-Managers, Government of Singapore Investment Corporation Private Limited and Qatar Holding LLC;
Underwriting Agreement	the underwriting agreement dated 17 May 2010, between Prudential and the Underwriters relating to the Rights Issue as further described in paragraph 16.2 of Part XIX;
Underwriting Proportions	in relation to an Underwriter, means that proportion of the total underwriting commitment that such Underwriter has given pursuant to the Underwriting Agreement;
US or United States	the United States of America, its territories, its possessions and all areas subject to its jurisdiction;
US\$	the lawful currency of the United States;
US Depository	JPMorgan Chase Bank, N.A.;
US Securities Act	the United States Securities Act of 1933, as amended from time to time; and
US Treasury Department	the United States Department of the Treasury.