

APPLICATION FOR ADMISSION OF SECURITIES TO THE OFFICIAL LIST

Admission to the *official list* must be simultaneous with admission to trading on an RIE's market for *listed securities*. You will need to complete the relevant RIE's application form to apply for admission to trading.

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† - Indicates a section that is mandatory for all applications. Sections that do not apply should be struck-through as necessary.

(Note; Italicised terms have the same meaning as given in the *Listing Rules*.)

To: The FCA

Date: 13 December 2013

Prudential plc (the *applicant*) hereby applies for the *securities* described below to be admitted to the *official list*.†

Amounts and descriptions of *securities* for which application is now being made (include distinctive numbers if any). Where the *securities* are to be issued under a programme, give a description of the programme and the maximum amount (if any) of *securities* which may be listed at any one time†:

£700,000,000 5.70 per cent Dated Tier 2 Notes due 2063

Where application is made for the *listing* of *securities* without a *prospectus*, we confirm that a *prospectus* is not required pursuant to the Financial Services and Markets Act 2000 (the "*Act*") for the reasons set out below (please ensure a sufficiently detailed explanation is given as to why the relevant exemptions apply):

Public offer (see section 85 of the <i>Act</i> : quote relevant sub-section of PR 1.2.2R, the relevant part of section 86 of the <i>Act</i> , or the relevant part of Schedule 11A of the <i>Act</i> , and give the reason for the application of that exemption, or confirm the transaction falls outside of the scope of the definition of an <i>offer</i> as defined in the <i>Prospectus Rules</i>).	N/A
Admission to trading on a <i>regulated market</i> (see section 85 of the <i>Act</i> : quote the relevant sub-section of PR1.2.3R, or the relevant part of Schedule 11A of the <i>Act</i> , and give the reason for the application of that exemption).	N/A

Furthermore we confirm that between the date of this application form and the date of *admission* we will not take any action that would otherwise require the publication of a *prospectus* in respect of the *securities* the subject of this application.

N/A

Where *listing particulars* would ordinarily be required in respect of the application but have not been prepared please confirm they are not required and the reason(s) why:

N/A

The ISIN code(s) for each security to be admitted†:	
XS1003373047	

Type of issue for which application is being made: (for example: placing; rights issue; block listing; issuance programme)†:	
Issuance Programme	

For issuance programme applications, please provide a primary contact(s) at the <i>applicant</i> for correspondence in relation to the programme for which <i>admission</i> is being sought:	
Name(s):	Elisabeth Wenusch
Position(s):	Deputy Group Treasurer
Email Address(es):	elisabeth.wenusch@prucap.co.uk
Contact Telephone Number(s):	+44 20 7548 3538

Please confirm which set of standards are applicable to the <i>securities</i> for which application is being made:			
Note: For new lines of <i>securities</i> please ensure that the relevant <i>listing</i> category has been discussed and agreed with the UKLA Department prior to submitting the application.			
Premium (Please tick the relevant box)			
Equity Commercial Companies		Equity Closed Ended Investment Funds	
Equity Open Ended Investment Companies			

Standard (Please tick the relevant box)			
Shares		GDRs	
Debt	X	Securitised Derivatives	
MISC Securities			

Please specify on which UK market(s) the <i>applicant</i> has applied to have these <i>securities</i> traded†:
London Stock Exchange's Regulated Market

Please specify where else these <i>securities</i> are, or will be listed and whether the listing(s) are Premium or Standard (if such a distinction is made)†:
N/A

Which EEA State do you regard as your <i>home member state</i> for the purposes of the Transparency Directive (2004/109/EC):	
Queries in relation to this question should be directed to; 020 7066 8352	
United Kingdom	
Account/Audit Information†	
Accounting Standards used by <i>applicant</i>	International Financial Reporting Standards
Auditing Standards used by <i>applicant</i>	International Standards on Auditing (UK and Ireland)

Information to be provided by a <i>public sector issuer</i> that seeks <i>admission of securities</i> without a <i>prospectus</i>*	
Series Number:	N/A
Issue Price:	N/A
Specified Denominations:	N/A
Issue Date:	N/A
Maturity Date:	N/A
Form of Securities:	N/A
Listing:	N/A
ISIN:	N/A

***Where this information is already set out in some other document describing the issue (such as *final terms*) it is sufficient to simply attach that document.**

Confirmation

We acknowledge our obligations arising under the *listing rules* and the legal implications of *listing* under the *Act*. Accordingly, we confirm that:

- 1, all the requirements for *listing* in the *listing rules*, which are required to be fulfilled before the application is to be considered, have been fulfilled in relation to the *applicant* and the *securities* for which application is now made (save where otherwise agreed with the FCA);

- 2, all the documents and information required to be included in the application have been or will be supplied in line with the *listing rules*, and all other requirements of the *FCA* in respect of the application have been or will be complied with.

- 3, we undertake to comply with the *listing rules* so far as applicable to the *issuer*.

- 4, we acknowledge the obligation to comply with the requirement to publish a *supplementary prospectus* or *supplementary listing particulars* if, at any time after a *prospectus* or *listing particulars* have been approved, such document would be required by the *Act*, the *Prospectus Rules* or the *Listing Rules*.

- 5, on *admission* the *securities* for which application has been made will be allotted (for *equity securities*) and in issue (for *debt securities*) pursuant to the appropriate board resolutions and with the appropriate authority (save in circumstances where the *FCA* has specifically agreed otherwise including *inter alia* block listings, applications by *open-ended investment companies*, applications for the *admission* of 'up to' amounts).

SIGNED BY † E. Wenusch Elisabeth Wenusch
 Director/company secretary/suitably experienced employee/duly authorised officer,
 for and on behalf of:

Prudential plc
 Name of *applicant*

Application to be heard on†:	13 DECEMBER 2013
Admission expected to be effective on†:	16 DECEMBER 2013
Name(s) of contact(s) at <i>applicant</i> regarding the application†:	Elisabeth Wenusch
Telephone number(s) of contact(s) at <i>applicant</i> regarding the application†:	+44 20 7548 3538