



## M&G plc Annual General Meeting 2020

### Admission Card

M&G plc will be holding its first Annual General Meeting ("AGM" or "Meeting") at 10:00 on Wednesday 27 May 2020 at our offices at 10 Fenchurch Avenue, London EC3M 5AG.

At the time of publication of the Notice of Annual General Meeting 2020, the UK Government has prohibited public gatherings of more than two people and non-essential travel.

In light of these measures, the AGM this year will be run as a closed meeting and shareholders will not be able to attend in person.

Shareholder participation remains important to us and we would strongly encourage shareholders to participate in the AGM by voting by proxy and by submitting any questions in advance of the Meeting.

Further details on both of these options is provided below and overleaf.

### Notice of Availability

You can access the 2019 Annual Report and Notice of Annual General Meeting 2020 at [www.mandg.com](http://www.mandg.com)

## M&G plc Annual General Meeting 2020

### Proxy Form

Product ID **5192-007-S**

Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy electronically using the above details at [www.sharevote.co.uk](http://www.sharevote.co.uk). Alternatively, please complete the below and return in accordance with the notes overleaf.

I/We being (a) member(s) of the above named Company hereby appoint the Chair of the Meeting or the following person (see note 2 overleaf):

Name of Proxy

Number of Shares

As my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf at the AGM of the Company to be held on Wednesday 27 May 2020 at 10:00 and at any adjournment thereof (please refer to note 2 overleaf regarding restricted attendance at the AGM this year). I/We direct my/our proxy to vote (or withhold my/our vote) on each of the resolutions referred to in the Notice of AGM as indicated below.

☐ Please tick here if this proxy appointment is one of multiple appointments being made (please refer to note 3 overleaf).

Please indicate how you wish to vote on each resolution by marking an 'X' in the appropriate boxes below in black ink. If you wish to abstain on any particular resolution, you can use the "Withheld" option. 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.

### Resolutions

	For	Against	Withheld		For	Against	Withheld
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise political donations by the Company and its subsidiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to allot preference shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Mike Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to allot Mandatory Convertible Securities ("MCS")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect John Foley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the general disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Clare Bousfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the disapplication of pre-emption rights in connection with the issuance of MCS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Clive Adamson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Robin Lawther	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise Directors to call general meetings on not less than 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Clare Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To elect Massimo Tosato	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To reappoint KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To authorise the Directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

## Notes

### Appointing a proxy

1. To be valid, this Proxy Form and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti no later than 10:00 on Friday 22 May 2020.
2. Any shareholder of the Company is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. This year, in light of the limited attendance at the meeting, you must appoint 'the Chair of the Meeting' as your proxy in order for your vote to be counted at the meeting. Other proxies appointed will not be permitted to attend the meeting. Whilst a shareholder is able to appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, given that this year's AGM is a closed meeting, shareholders must appoint 'the Chair of the Meeting' as their proxy over all shares held to ensure all votes are able to be exercised and counted at the Meeting.
3. To register the appointment of a proxy electronically, visit **[www.sharevote.co.uk](http://www.sharevote.co.uk)** and follow the instructions provided. The proxy appointment must be received by Equiniti by 10:00 on Friday 22 May 2020.
4. Please see the Notice of AGM for further advice on how to appoint/instruct proxies via CREST.
5. The Proxy Form must be signed and dated by the shareholder or his attorney duly authorised in writing. In the case of a corporation, the proxy appointment must be under seal or signed by a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form, but the vote of the first named in the register of members will be accepted to the exclusion of the votes of joint holders.
6. If no specific directions are given, the proxy will vote or abstain from voting as he thinks fit on the specific resolutions, and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he thinks fit on any business (including amendments to resolutions) which may properly come before the AGM.
7. A proxy need not be a member of the Company but must attend the AGM to represent you. Given that this year's AGM is a closed meeting, shareholders must appoint 'the Chair of the Meeting' as their proxy over all shares held to ensure all votes are able to be exercised and counted at the Meeting. If no name is inserted in the box provided, the Chair of the meeting will be deemed to be the appointed proxy.
8. Any alteration to this Proxy Form should be initialled by the person who signed it.
9. If you do not wish anyone other than the Company or Equiniti to see the Form of Proxy, you may fold it in half and send it in an envelope to: FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road Lancing BN99 8LU.
10. The completion and return of this Proxy Form would not usually preclude a shareholder from attending the AGM and voting in person, however, this year's meeting will be a closed meeting in light of government guidelines and so shareholders (or their proxies) will not be permitted entry.

### Shareholder questions

11. We are happy to receive questions from shareholders at any time. If you have specific questions on the business matters set out in the Notice of Annual General Meeting 2020, please email these to the Group Secretariat at [GroupSecretariat@mandg.com](mailto:GroupSecretariat@mandg.com) by 09:00 on Wednesday 27 May 2020. We will have a dedicated website page at [www.mandg.com](http://www.mandg.com) where we will post your questions and provide answers.

### Shareholder enquiries

12. For any enquiries, please contact Equiniti on 0371 384 2543 (+44 (0) 121 415 0280 from outside the UK), lines are open 08:30 to 17:30 Monday to Friday, or by post: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.