



M&G plc Annual General Meeting 2021

M&G plc will be holding its Annual General Meeting ('AGM' or 'Meeting') at 10:00 on Wednesday 26 May 2021 at 10 Fenchurch Avenue, London EC3M 5AG (with facilities for virtual attendance and participation).

In light of the public health guidance and legislation issued by the UK Government, and the social distancing measures in force at the time of the publication of the Notice of Annual General Meeting 2021, **we regretfully ask that shareholders do not attend the AGM in person.**

We invite all shareholders to attend the AGM virtually with the ability to participate in the Q&A session and to vote on the resolutions live at the Meeting. The details you will need to join the Meeting virtually are provided to the right.

In addition, shareholders are able to participate in the AGM by voting by proxy in advance of the Meeting. Further detail on voting by proxy is provided below and overleaf.

Notice of Availability

You can access the 2020 Annual Report and Notice of Annual General Meeting 2021 at [mandg.com](https://www.mandg.com)

If you would like to attend the Meeting virtually, you will require the following details:

Log on to: <https://web.lumiagm.com>

Meeting ID: **134-940-225**

Shareholder Reference Number ('SRN'): see Proxy Form below

PIN: First two and last two digits of your SRN

Further information can be found in the Notice of Annual General Meeting 2021 and on our website.

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M&G plc Annual General Meeting 2021

Proxy Form

Product ID **5192-014-S**

Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy votes electronically using the above details at 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 26 May 2021 at 10:00 and at any adjournment thereof. I/We direct my/our proxy to vote (or withhold my/our vote) on each of the resolutions referred to in the Notice of Annual General Meeting 2021 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"/>	12. 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"/>	13. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Clare Chapman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot Mandatory Convertible Securities ('MCS')	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Fiona Clutterbuck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the general disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect John Foley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the disapplication of pre-emption rights in connection with the issuance of MCS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Clare Bousfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Clive Adamson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Directors to call general meetings on not less than 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Clare Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Massimo Tosato	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To reappoint KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To authorise the Directors to determine the auditors' 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 Monday 24 May 2021.
- 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. Shareholders are encouraged to appoint 'the Chair of the Meeting' as their proxy. If you wish to appoint as your proxy someone other than the Chair of the Meeting, insert their name in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- 3. To appoint more than one proxy, you can either photocopy this Proxy Form or request an additional Proxy Form from Equiniti (please see the contact details for Equiniti in note 13). Ensure you specify the number of shares over which each proxy can act, as in note 2 above. Multiple Proxy Forms should be returned together in the same envelope to the FREEPOST address provided in note 10. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. Photocopies of the Proxy Form may only be used in respect of the same registered shareholder name (and designated account as applicable) as it appears on the original Proxy Form.
- 4. To register the appointment of a proxy electronically, visit sharevote.co.uk and follow the instructions provided. The proxy appointment must be received by Equiniti by 10:00 on Monday 24 May 2021.
- 5. Please see the Notice of Annual General Meeting 2021 for further advice on how to appoint/instruct proxies via CREST.
- 6. 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.

- 7. 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.
- 8. A proxy need not be a member of the Company but must attend the AGM to represent you. If no name is inserted in the box provided, the Chair of the Meeting will be deemed to be the appointed proxy.
- 9. Any alteration to this Proxy Form should be initialled by the person who signed it.
- 10. 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.
- 11. The completion and return of this Proxy Form will not preclude a shareholder from attending the AGM and voting.

Shareholder questions

- 12. We are happy to receive questions from shareholders at any time. Regardless of your attendance at the Meeting, if you have specific questions on the business matters set out in the Notice of Annual General Meeting 2021, please email these to the Group Secretariat at GroupSecretariat@mandg.com by 09:00 on Wednesday 26 May 2021. We will have a dedicated website page at mandg.com where we will post your questions and provide answers.

Shareholder enquiries

- 13. 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.

Business Reply Plus
License Number
RTAR-LYSU-ARBH



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