

PROXY

KNOW ALL MEN BY THESE PRESENTS:

[Insert name of Stockholder] (the “**Stockholder**”), of legal age, [insert nationality], with address at [insert residence or office address], a stockholder of **PRU LIFE INSURANCE CORPORATION OF U.K.** (the “**Company**”), a corporation incorporated under the laws of the Philippines and having its registered address at 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, does hereby nominate, constitute and appoint

[insert name of proxy]

[or in his absence, the Chairman of the stockholders’ meeting] as its proxy to represent the Stockholder and attend and vote all shares of stock registered in the name of the Stockholder in the books of the Company (the “**Shares**”) at the annual meeting of the stockholders of the Company, to be held on 20 June 2019, and at all adjournments, resetting or postponements thereof and to vote the Shares on the agenda below:

1. Approval of the minutes of the Annual Shareholders’ Meeting held on 21 June 2018;
2. Approval of the publication on the Company’s website of the following documents pursuant to the ASEAN Corporate Governance Scorecard (ACGS):
 - a. Notice of the Annual Shareholders’ Meeting held on 20 June 2019 and its annexes and proxy form;
 - b. Draft minutes of the Annual Shareholders’ Meeting held on 20 June 2019 for immediate publication upon review by and approval of the proxy; and
 - c. Minutes of the Annual Shareholders’ Meeting held on 21 June 2018;
3. Ratification of the acts of the Board of Directors and officers;
4. Election of Directors for the Year 2019 to 2020;
5. Approval of the Annual Report on 2018 Operations;
6. Approval of the 2018 Audited Financial Statements;
7. Appointment of R.G. Manabat & Co. as External Auditor; and
8. Confirmation of the Company’s Material Related Party Transactions (which have been previously approved by its Board of Directors).

This Proxy shall remain in full force and effect for a period of three (3) months from the date hereof.

This Proxy is governed by and will be construed in accordance with the laws of the Philippines, and the parties submit to the exclusive jurisdiction of the courts in Taguig City, Metro Manila, Philippines.

IN WITNESS WHEREOF, the Stockholder has executed this proxy as of this ___ day of _____ 2019.

Printed Name and Signature of Stockholder