



# M&G plc notice of Annual General Meeting 2020 and explanation of business

**Wednesday 27 May 2020 at 10:00**  
**M&G plc, 10 Fenchurch Avenue, London EC3M 5AG**

Company number: 11444019

**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspect of the proposals in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser.

If you have sold or otherwise transferred all your shares in M&G plc, please forward this Notice of the Annual General Meeting 2020, together with any accompanying documents (except any personalised forms), as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.



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# Section 1

## Letter from the Chair

15 April 2020

Dear Shareholder

### Annual General Meeting

M&G plc will be holding its first Annual General Meeting (“AGM” or “Meeting”), at 10:00 on Wednesday 27 May 2020.

The Notice of AGM, which follows this letter, sets out the business to be conducted at the Meeting. A detailed explanation of this business can be found on pages 12-16.

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government.

As at the date of this letter, the UK Government has prohibited public gatherings of more than two people and non-essential travel, save in certain limited circumstances.

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. The Company will ensure that the legal requirements to hold the Meeting can be satisfied through the attendance of a minimum number of employee shareholders and the format of the Meeting will be purely functional.

Although shareholders are not able to attend the Meeting in person, shareholder participation remains important to us and we would strongly encourage shareholders to participate in the business of the AGM by alternative means in advance of the Meeting, notably:

- voting by proxy; and
- sending and receiving Q&A remotely.

Further details on both of these options is provided below.

### Voting

Regardless of attendance, your voting participation is important to us and I would encourage you to vote by proxy on the resolutions proposed at the AGM.

You may appoint a proxy in one of the following ways:

- online via our registrars’ website, [www.sharevote.co.uk](http://www.sharevote.co.uk);
- via the CREST electronic proxy appointment service (for CREST members); or
- by completing a Proxy Form in favour of the Chair of the Meeting and returning it to our registrars, Equiniti.

The deadline for the appointment of proxies is 10:00 on Friday 22 May 2020. Further information on the appointment of proxies and on how to complete the Proxy Form can be found on pages 18-20. To ensure that all proxy votes can be counted and exercised in the Meeting, please ensure that you appoint the Chair of the Meeting as the named proxy rather than another individual. Due to the restrictions on physical attendance this year, any other individual will not be able to vote on your behalf.

Voting at the AGM will be taken by poll. Once the results have been verified by our registrars, Equiniti, they will be published on our website, [www.mandg.com](http://www.mandg.com), and released via a regulatory information service as soon as reasonably practicable.

### Questions and communication

We are happy to receive questions from shareholders at any time. If you have specific questions on any of the business matters set out in the Notice, 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.

This situation surrounding the outbreak of COVID-19 is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the AGM will be communicated to shareholders before the Meeting through our website at [www.mandg.com](http://www.mandg.com) and, where appropriate, by announcement on a regulatory information service.

### Recommendation

The Directors consider that each resolution to be proposed at the AGM is in the best interests of the shareholders as a whole and unanimously recommend shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely



**Mike Evans**  
Chair

## Section 2

# Notice of Annual General Meeting

Notice is hereby given that the first Annual General Meeting of the members of M&G plc (the “Company”) will be held at 10:00 on Wednesday 27 May 2020 at our offices at 10 Fenchurch Avenue, London EC3M 5AG, to consider and, if thought fit, to pass the resolutions set out below.

**Our AGM is a closed meeting this year, in light of the UK Government prohibition in place at the time of issuing the Notice on public gatherings of more than two people and non-essential travel. Shareholders will not be permitted entry to the Meeting.**

Resolutions 1 to 16 will be proposed as ordinary resolutions and Resolutions 17 to 20 will be proposed as special resolutions. For each of the ordinary resolutions to be approved over 50% of the votes cast must be in favour of the resolution and for each of the special resolutions to be approved over 75% of the votes cast must be in favour of the resolution.

### Ordinary resolutions

#### Report and accounts

##### Resolution 1

To receive the reports and accounts of the Directors and the report of the Auditors for the year ended 31 December 2019 (the “2019 Annual Report”).

#### Remuneration Report and Policy

##### Resolution 2

To approve the Directors’ Remuneration Report for the period ended 31 December 2019, as set out on pages 72-79 and 88-102 of the 2019 Annual Report.

##### Resolution 3

To approve the Directors’ Remuneration Policy as set out on pages 80-87 of the 2019 Annual Report.

#### Directors

##### Resolution 4

To elect Mike Evans as a Director of the Company.

##### Resolution 5

To elect John Foley as a Director of the Company.

##### Resolution 6

To elect Clare Bousfield as a Director of the Company.

##### Resolution 7

To elect Clive Adamson as a Director of the Company.

##### Resolution 8

To elect Robin Lawther as a Director of the Company.

##### Resolution 9

To elect Clare Thompson as a Director of the Company.

##### Resolution 10

To elect Massimo Tosato as a Director of the Company.

## Auditors

### Resolution 11

To appoint KPMG LLP as the auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

### Resolution 12

To authorise the Audit Committee of the Company to determine, and fix on behalf of the Board, the amount of the auditors' remuneration for the year ending 31 December 2020.

## Political Donations

### Resolution 13

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company (as defined in the Act) are, authorised in aggregate to:

- i. make political donations to political parties and/or independent electoral candidates not exceeding £100,000 in total;
- ii. make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- iii. incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Act) in each case during the period beginning with the date of passing this resolution until the conclusion of the Company's annual general meeting to be held in 2021 (or, if earlier, 30 June 2021). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £100,000, save that the Company may make offers and enter into agreements under this authority prior to its expiry which would, or might, require such expenditure after expiry, and the Directors may permit such expenditure in pursuance of any such offer or agreement as if the said authority had not expired.

## Authority to allot shares

### Resolution 14

That the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- i. up to an aggregate nominal amount of £43,331,780, being approximately one third of the nominal value of the Company's issued share capital as at 6 April 2020 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) below and, if passed, Resolution 16 so that in total no more than:
  - a. £43,331,780 can be allotted under this paragraph (i) and, if passed, Resolution 16); and
  - b. £86,663,560 can be allotted under paragraphs (i) and (ii) of this Resolution 14 and, if passed, Resolution 16; and
- ii. comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £86,663,560, being approximately two thirds of the nominal value of the Company's issued share capital as at 6 April 2020 (the latest practicable date prior to the publication of this Notice) (such amount to be reduced by the nominal amount allotted or granted under paragraph (i) above and, if passed, under Resolution 16, so that in total no more than £86,663,560 can be allotted under paragraphs (i) and (ii) of this Resolution 14 and, if passed, Resolution 16) in connection with an offer by way of a rights issue:
  - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - b. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any matter whatsoever.

This authority shall apply until the conclusion of the Company's annual general meeting to be held in 2021 (or, if earlier, 30 June 2021), but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

This Resolution shall be read alongside Resolution 16 which, if passed, confers the authority to allot shares and grant rights to subscribe for or convert securities into shares, in each case in connection with the issue of Mandatory Convertible Securities.

#### **Authority to allot preference shares**

##### **Resolution 15**

That the Directors be generally and unconditionally authorised to allot preference shares in the Company and to grant rights to subscribe for or convert any security into preference shares in the Company:

- i. denominated in Pound Sterling with a nominal value of £0.01 each, up to a maximum aggregate nominal value of £20 million (representing two billion Pound Sterling denominated preference shares in the Company);
- ii. denominated in US dollars with a nominal value of US\$0.01 each, up to a maximum aggregate nominal value of US\$20 million (representing two billion US dollar denominated preference shares in the Company); and
- iii. denominated in euro with a nominal value of €0.01 each, up to a maximum aggregate nominal value of €20 million (representing two billion euro denominated preference shares in the Company),

in one or more series, with such rights or subject to such restrictions as the Directors shall determine prior to the date on which such preference shares are allotted, such authority to apply until the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 30 June 2025) but, in each case, during this period the Company may

make offers and enter into agreements which would, or might, require preference shares to be allotted or rights to subscribe for or convert securities into preference shares to be granted after the authority expires and the Directors may allot preference shares or grant rights to subscribe for or convert securities into preference shares in pursuance of any such offer or agreement as if the authority had not ended.

#### **Authority to allot mandatory convertible securities ("MCS")**

##### **Resolution 16**

That the Directors be hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares and to grant rights to subscribe for or to convert any security into shares in relation to any issue by the Company or any subsidiary or subsidiary undertaking of the Company (together, the Group) of MCS that automatically convert into, or are exchanged for, ordinary shares in the Company in prescribed circumstances, where the Directors consider that such an issuance of MCS would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company or to the Group from time to time:

- i. up to a maximum aggregate nominal amount of £43,331,780, being approximately one third of the nominal value of the Company's issued share capital as at 6 April 2020 (the latest practicable date prior to the publication of this Notice) such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) of Resolution 14; so that in total no more than:
  - a. £43,331,780 can be allotted under paragraph (i) of Resolution 14 and this Resolution 16; and
  - b. £86,663,560 can be allotted under paragraphs (i) and (ii) of Resolution 14 and this Resolution 16; and
- ii. subject to applicable law and regulation, at such conversion prices (or such maximum or minimum conversion price methodologies) as may be determined by the Directors from time to time.



This authority shall apply until the conclusion of the Company's annual general meeting to be held in 2021 or, if earlier, 30 June 2021, but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority expires, and the Directors may allot shares or grant rights to subscribe for or to convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

This Resolution shall be read alongside Resolution 14, which, if passed, confers the authority to allot shares and grant rights to subscribe for or convert securities into shares.

## Special resolutions

### Directors' authority to disapply pre-emption rights for ordinary shares

#### Resolution 17

That, if Resolution 14 is passed, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that the power shall be limited to:

- i. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 14(ii), by way of a rights issue only) to:
  - a. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - b. holders of other equity securities as required by the rights of those securities or, as the Directors otherwise consider it necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any matter whatsoever; and

- ii. in the case of the authority granted under Resolution 14(i), the allotment (otherwise than under paragraph (i) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £6,499,765.

This power shall apply until the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires, and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### Authority to disapply pre-emption rights for MCS issuances

#### Resolution 18

That if Resolution 16 is passed, the Directors be and are hereby authorised to allot equity securities (within the meaning of the Act) for cash pursuant to the power conferred on the Directors by Resolution 16 as if Section 561 of that Act did not apply to such allotment. This authority shall apply until the conclusion of the Company's annual general meeting to be held in 2021, or, if earlier, 30 June 2021, but in each case so that the Company may make offers and enter into agreements under this authority during the relevant period which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (or sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired).

## Authority to purchase own shares

### Resolution 19

That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares provided that:

- i. the maximum number of ordinary shares which may be purchased is 259,990,600;
- ii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is £0.05;
- iii. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
  - a. an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which the Company agrees to purchase the ordinary shares; and
  - b. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out.

The authority shall apply until the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021), except in relation to the purchase of shares the contracts for which are concluded before such expiry and which will or may be completed or executed wholly or partly after such expiry, unless such authority is renewed prior to such time.

## Notice of general meetings

### Resolution 20

That the Directors be hereby authorised to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.



**Alan Porter**

Group General Counsel and Company Secretary

15 April 2020



## Section 3

# Explanatory notes relating to the business of the meeting

### Resolution 1

#### Report and Accounts

The Directors of the Company are required to present the reports and accounts of the Directors and the report of the Auditors for the year ended 31 December 2019 (the “2019 Annual Report”) to the AGM. Shareholders will have the opportunity to put questions about the 2019 Annual Report and other business to be conducted at the Meeting to the Directors before voting on this resolution. The 2019 Annual Report is available on the Company’s website: [www.mandg.com](http://www.mandg.com).

### Resolutions 2

#### Directors’ Remuneration Report

All quoted companies (as defined in the Act) are required to put their Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) to shareholders for approval annually. This can be found on pages 72-79 and 88-102 of the 2019 Annual Report and sets out details of payments made to Directors in the year ended 31 December 2019. The Directors must include specific information within the Directors’ Remuneration Report in accordance with applicable regulations and the Directors’ Remuneration Report has been prepared accordingly. The vote on the Directors’ Remuneration Report is advisory in nature. Accordingly, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed

### Resolutions 3

#### Directors’ Remuneration Policy

The Directors’ Remuneration Policy can be found at pages 80-87 of the 2019 Annual Report. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors. Pursuant to section 439A of the Act, there must be a binding shareholder vote on the Directors’ Remuneration Policy at least once every three years (unless the Directors wish to change the policy within that three-year period). Therefore, Resolution 3 seeks shareholder approval of the Directors’ Remuneration Policy which, if passed, will take effect at the conclusion of the AGM. Once effective, all future payments to Directors, past and present, must

comply with the terms of the policy, unless specifically approved by shareholders at a general meeting.

### Resolutions 4 to 10

#### Directors

Resolutions 4 to 10 deal with the election of Directors in accordance with the requirements of the Company’s Articles of Association and the UK Corporate Governance Code.

Biographical details of the Directors who were on the Board as at 9 March 2020 and who are seeking election are set out on pages 54-55 of the 2019 Annual Report (and are unchanged as at the date of this Notice). Biographies also appear on the Company’s website: [www.mandg.com](http://www.mandg.com).

Massimo Tosato was appointed to the Board on 01 April 2020 and is also standing for election at this Meeting. His biography is set out below.

Information about the activities of the Nomination Committee in recommending Directors for election, including its assessment of independence for Non-executives, and how the Board has satisfied itself that the contribution of each Director remains important to the Group’s long-term success, is set out on pages 63-64 of the 2019 Annual Report.

The Board recommends the election of each of the Directors pursuant to Resolutions 4 to 10.

In recommending the resolutions to re-appoint directors, the Board, supported by its Nomination Committee, has considered its current composition, assessed against a board skills matrix, to ensure the overall composition of the Board in terms of skills, experience and background is appropriate. The board skills matrix is regularly refreshed to ensure that it matches the needs of the business and is aligned with the Group’s purpose and strategy.

#### About Massimo Tosato

Massimo Tosato has more than thirty years’ experience as an investment banking and asset management entrepreneur and senior manager. His career has included 21 years at Schroders, where he served most recently as Chief Executive of Schroder Investment Management Limited and Executive Vice Chairman of Schroders plc.

He has also held Board positions at Nutmeg, an online discretionary investment management start-up, Banca Nazionale del Lavoro, and served as Vice President of the European Fund and Asset Management Association (EFAMA). He is currently Non-executive Director of Banca Intermobiliare and serves on the Board of Overseers of Columbia Business School in New York and, until 31 March 2020, he was also Non-executive Director of Pictet Asset Management in Geneva.

## **Resolution 11 and 12**

### **Appointment and remuneration of Auditors**

The Company is required to re-appoint the auditors at each general meeting at which accounts are laid. The Audit Committee is responsible for overseeing the Company's relationship with the auditors, KPMG LLP. The Audit Committee Report on pages 65-69 of the 2019 Annual Report sets out: details of the policy to safeguard the auditors' objectivity and independence; how the Committee reviewed the effectiveness of the auditors and the audit process; and anticipated timing of the tender for the provision of audit services. The Board, on the recommendation of the Audit Committee, is proposing that KPMG LLP be re-appointed as the Company's auditors.

In addition, at each annual general meeting, shareholders are asked to authorise the directors to set the auditors' remuneration. Resolution 12 proposes that the auditors' remuneration be determined by the Directors. In effect, the Audit Committee will consider and approve the audit fees on behalf of the Board in accordance with the Competition and Markets Authority Audit Order.

## **Resolution 13**

### **Political donations**

This resolution seeks authority from shareholders for the Company and its subsidiaries to make donations to UK or EU political parties, other political organisations or independent electoral candidates, or to incur UK or EU political expenditure. It is the Company's policy not to make donations to political parties and the Company has no intention of altering this policy. However, the broad definitions used in the Act make it possible for the

normal business activities of the Company, which might not be thought of as political expenditure or donations to political organisations in the usual sense, to be caught, for example sponsoring seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform, and making certain charitable donations that may be regarded as political in nature. Accordingly, the Company is seeking this authority to ensure that it does not inadvertently commit any breaches of the Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations. The aggregate amount of expenditure permitted by this authority will be capped at £100,000.

If the resolution is passed, the authority sought under Resolution 13 will expire on the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021). In accordance with established market practice, it is the Company's intention to seek renewal of this resolution on an annual basis.

## **Resolutions 14**

### **Allotment of ordinary shares**

Resolution 14 would give the Directors the authority to allot ordinary shares (or grant rights to subscribe for or convert any securities into ordinary shares) up to a maximum nominal amount equal to £43,331,780 (representing 866,635,600 ordinary shares). This amount represents approximately one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2020, being the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers, paragraph (ii) of Resolution 14 would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £86,663,560 (representing 1,733,271,200 ordinary shares), as reduced by the nominal amount of any allotments or grants issued under paragraph (i) of Resolution 14 or, if passed, under Resolution 16). This amount (before any reduction) represents approximately

two thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2020, the latest practicable date prior to publication of this Notice.

The Directors have no current plans to issue shares other than in connection with employee share schemes. As at 6 April 2020, the Company does not hold any shares in treasury.

The authority sought under this resolution is a standard authority taken by most listed companies each year. Although the Directors have no present intention of exercising this authority, the Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authority to make small issues of shares for cash as suitable opportunities in line with the Company's strategic objectives arise. If this authority is utilised, the Directors intend to follow best practice regarding its use as recommended by the Investment Association.

If the resolution is passed, the authority sought under Resolution 14 will expire on the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021).

Resolution 14 should be read alongside Resolution 16 which, if passed, confers the authority to allot shares and grant rights to subscribe for or convert securities into shares, in each case in connection with the issue of Mandatory Convertible Securities. The authority under this Resolution 14 and the authority under Resolution 16 are linked, such that, in total, across both Resolutions, the Company cannot issue ordinary shares with a nominal value greater than approximately two thirds of its issued share capital.

#### **Resolutions 15**

##### **Allotment of preference shares**

Prior to the admission of M&G plc shares to the premium listing segment of the Official List of the FCA and to the London Stock Exchange's main market for listed securities ("Admission"), shareholders passed a resolution giving the Directors authority to allot preference shares or grant rights to allot preference shares in the Company. That authority will expire at the conclusion of this year's

Meeting. Resolution 15 seeks to renew this authority for a period of five years. The renewal of this authority is primarily sought to preserve the Company's ability to structure hybrid regulatory capital issues which it might decide to make based on future financing needs and market conditions. The Directors have no immediate plans to make use of this authority.

If the resolution is passed, the authority sought under Resolution 15 will expire on the conclusion of the Company's annual general meeting to be held in 2021 (or, if earlier, 30 June 2021).

#### **Resolution 16**

##### **Allotment of mandatory convertible securities**

Prior to Admission, shareholders passed a resolution giving the Directors authority to allot shares or grant rights to subscribe for or to convert or exchange any security into shares in the Company in connection with the issue of MCS. That authority will expire at the conclusion of this year's Meeting. Resolution 16 seeks to renew this authority.

The Directors believe it is in the best interests of the Company to have the flexibility to issue MCS from time to time and the authority sought may be used if, in the opinion of the Directors at the relevant time, such an issuance of MCS would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with, regulatory capital requirements or targets applicable to the Company or to the Group from time to time. The Directors have no immediate plans to make use of this authority.

This authority is limited to shares representing approximately one third of the issued ordinary share capital of the Company as at 6 April 2020, the latest practicable date prior to publication of this Notice.

Resolution 16 should be read alongside Resolution 14 which, if passed, grants authority to allot ordinary shares. The authority under Resolution 14 and the authority under this Resolution 16 are linked, such that, in total, across both Resolutions, the Company cannot issue ordinary shares with a nominal value greater than approximately two thirds of its issued share capital.



Further details about MCS, the Company's rationale for seeking this authority, and the Company's method for determining its sizing can be found on the Company's website at [www.mandg.com](http://www.mandg.com).

If the resolution is passed, the authority sought under Resolution 16 will expire on the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021).

#### **Resolution 17**

##### **Disapplication of pre-emption rights in relation to ordinary shares**

This Resolution is proposed as a special resolution and requires over 75% of the votes cast to be in favour in order to be approved.

Resolution 17 would give the Directors the authority to allot ordinary shares (including any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate maximum nominal amount of £6,499,765 (representing 129,995,300 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 6 April 2020, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group Principles regarding cumulative usage of authorities within a rolling three-year period where the Pre-Emption Group Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority sought under these resolutions is a standard authority taken by most listed companies each year. Although the Directors have no present intention of exercising this authority, the Directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non-pre-emptive basis) as suitable

business opportunities arise. If this authority is utilised, the Directors intend to follow best practice regarding its use as recommended by the Investment Association.

If the resolution is passed, the authority sought under Resolution 17 will expire on the earlier of 30 June 2021 and the conclusion of the Annual General Meeting of the Company to be held in 2021.

#### **Resolution 18**

##### **Disapplication of pre-emption rights in relation to MCS**

This Resolution is proposed as a special resolution and requires over 75% of the votes cast to be in favour in order to be approved.

Upon the occurrence of designated trigger events, any MCS issued will convert into, or be exchanged for, ordinary shares in the Company. Accordingly, Resolution 18 seeks authority from shareholders for the Directors to make allotments in connection with an issuance of MCS, or upon conversion or exchange of MCS, without first being required to offer such securities to existing shareholders in proportion to their existing holdings, by the limited disapplication of Section 561 of the Act.

In the event that any MCS issued were to convert into ordinary shares in the Company, it is possible that the Directors would be required to allot in excess of 7.5 per cent of the Company's share capital within a rolling three-year period at such time, which would exceed the limit provided by the Principles of the Pre-Emption Group's Statement of Principles regarding the cumulative usage of authorities to allot (without prior consultation with shareholders) equity securities for cash without offering them first to existing shareholders.

If this resolution is passed, the authority sought under Resolution 18 will expire on the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021).

## **Resolution 19**

### **Purchase of own shares**

This Resolution is proposed as a special resolution and requires over 75% of the votes cast to be in favour in order to be approved.

Resolution 19 seeks shareholder approval for the Company to make market purchases of up to 259,990,600 ordinary shares, being approximately 10% of the issued share capital (excluding treasury shares) as at 6 April 2020 and specifies the minimum and maximum prices at which the ordinary shares may be bought. Any shares which would be bought back may either be cancelled or held in treasury.

In certain circumstances it may be advantageous for the Company to purchase its own shares and the Directors consider it to be desirable for the general authority to be available to provide flexibility in the management of the Company's capital resources. The Directors have no immediate plans to exercise this authority to purchase the Company's own shares, but will keep the situation under review in light of other business and investment opportunities. Purchases of the Company's own shares will be made if to do so would be in the best interests of the Company and of its shareholders generally and could generally be expected to result in an increase in earnings per share.

The Company has options and awards outstanding over 76,108,834 ordinary shares, representing 2.93 per cent of the Company's ordinary issued share capital as at 6 April 2020 (the latest practicable date prior to the publication of this Notice). If the existing authority given prior to Admission and the authority sought by this Resolution 19 were to be fully used these outstanding options and awards would represent 3.25 per cent of the Company's ordinary issued share capital at that date.

If the resolution is passed, the authority sought under Resolution 19 will expire on the earlier of 30 June 2021 and the conclusion of the Annual General Meeting of the Company to be held in 2021.

## **Resolution 20**

### **Notice of general meetings**

This Resolution is proposed as a special resolution and requires over 75% of the votes cast to be in favour in order to be approved.

Under the Act, the notice period required for all general meetings of the Company is 21 clear days, although shareholders can agree to approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held and is thought to be to the advantage of shareholders as a whole. Annual general meetings are still required to be held on at least 21 clear days' notice.

If this resolution is passed, the authority sought under Resolution 20 will expire on conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, 30 June 2021).





## Section 4

# Explanatory notes relating to the notice of the meeting

### Attending and voting

1. Given the unprecedented current environment caused by the COVID-19 outbreak, whilst the Meeting will have a physical presence at our offices at 10 Fenchurch Avenue, London EC3M 5AG, in line with current government guidance against non-essential travel and restrictions on public social gatherings of more than two people, shareholders will not be permitted entry.
2. To be entitled to vote at the AGM (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company's register of members at 18:30 on Friday 22 May 2020 (or in the case of an adjournment, at the close of business on the date which is two Business Days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
3. All resolutions at the AGM will be decided by poll. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
4. Any shareholder attending the AGM has the right to ask questions, however, in light of the restricted physical attendance at the Meeting, shareholders are asked to submit their questions in advance of the Meeting by email to the Group Secretariat mailbox – [GroupSecretariat@mandg.com](mailto:GroupSecretariat@mandg.com). The Chair will ensure that any question relating to the business being dealt with at the AGM receives a written response, but in accordance with section 319A of the Act, no response need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on the Company's website, [www.mandg.com](http://www.mandg.com), in the form of an answer to a question; or (iii) the Chair determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### Appointment of proxies

5. 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 restricted physical 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.
6. 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.
7. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0371 384 2543. Lines are open 08:30 to 17:30, Monday to Friday (excluding public holidays in England and Wales). The Equiniti overseas helpline number is +44 (0)121 415 0280. Please send the completed Proxy Form to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
8. To lodge a proxy online, please visit [www.sharevote.co.uk](http://www.sharevote.co.uk) and follow the instructions provided; you will need your Voting ID, Task ID and Shareholder Reference Number which can be found on your hard copy Proxy Form or Voting Instruction Card, as applicable.
9. To be valid, the Proxy Form or other instrument appointing a proxy must be received by the Company's registrars, Equiniti, by no later than 10:00 on Friday 22 May 2020.

### Completion of a proxy form

10. Please ensure you appoint 'the Chair of the Meeting' as your proxy. Other proxies appointed will not be permitted to attend the AGM in light of the restricted physical attendance at the Meeting.
11. In the case of a member which is a company, a Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
13. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction would not usually prevent a shareholder attending the AGM and voting in person if they wish to do so. However, in light of restricted physical attendance shareholders will not be permitted to attend.
14. Unless voting instructions are indicated on the Proxy Form, a proxy may vote or withhold his vote as he thinks fit on the resolutions or on any other business (including amendments to resolutions) which may come before the Meeting. Please note that a "vote withheld" (as it appears on the proxy or voting instruction form) is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution.
15. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
16. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Appointment of proxies through CREST

17. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
18. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 10:00 on Friday 22 May 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
19. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure

that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at [www.euroclear.com](http://www.euroclear.com).

20. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### Nominated persons

21. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, pursuant to an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, pursuant to any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Please be advised however that this year we will not admit Nominated Persons to the Meeting in light of restricted physical attendance. Please do not send a Nominated Person to the Meeting on your behalf, as they will not be permitted entry.
22. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 5 and 6 on the previous page does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
23. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration)

must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

#### Corporate representatives

24. Any corporate shareholder may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Please be advised however that this year we will not be able to admit corporate representative(s) to the Meeting, in light of restricted physical attendance. Please do not send a corporate representative to the Meeting on your behalf, as they will not be permitted entry.

#### Shareholders' rights

25. Shareholders should note that, on a request made by shareholders of the Company pursuant to section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: i. the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the AGM; or ii. any circumstance connected with the Auditors ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website pursuant to section 527 of the Act, it must forward the statement to the Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required pursuant to section 527 of the Act to publish on a website.

### Issued share capital and total voting rights

26. As at 6 April 2020 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital (excluding treasury shares) consists of 2,599,906,866 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 April 2020 are 2,599,906,866. The Company does not hold any shares in treasury.

### Documents available for inspection

27. The service contracts and letters of appointment for all Directors are available for inspection during normal business hours at M&G plc, 10 Fenchurch Avenue, London EC3M 5AG.

### Electronic communication

28. Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format and we encourage shareholders to do this in order to reduce the negative environmental impact of printing. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should contact the Company's registrars, Equiniti, or visit [www.shareview.co.uk](http://www.shareview.co.uk) and register for the electronic communications service. Any electronic address provided either in this Notice or any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.

### Personal data

29. The Company may process personal data of attendees at the Meeting. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.mandg.com](http://www.mandg.com).

A copy of this Notice of AGM and other information required by section 311A of the Act can be found at [www.mandg.com](http://www.mandg.com).

# Section 5

## Other useful information

### 1. Directors' Interests

As at 6 April 2020, being the latest practicable date prior to the publication of this document, the Directors standing for election held the following beneficial interests in the ordinary share capital of the Company. These interests include shares acquired under the Share Incentive Plan. For further information please refer to the Directors' Remuneration Report in the 2019 Annual Report.

	Total beneficial interest (number of shares)
<b>Chair</b>	
Mike Evans	83,627
<b>Executive Directors</b>	
Clare Bousfield	108,544
John Foley	940,966
<b>Non-Executive Directors</b>	
Clive Adamson	8,600
Robin Lawther	5,000
Clare Thompson	22,100
Massimo Tosato	Nil

### 2. Other

#### Dividend Mandate

From May 2021, the Company will no longer issue cash dividends as cheques. Direct payment is a more secure method of payment than cheques. It is used by most large organisations to pay salaries and other expenses. There is no fee charged by the Company or Equiniti for the service.

To receive M&G plc dividends as cash from this time, you will need to provide your bank or building society account details so that payments can be made directly to your nominated bank account. You should provide this information to our registrars, Equiniti, using the contact details under 'Shareholder enquiries' overleaf.

#### Dividend Reinvestment Plan

You can choose to participate in the M&G plc Dividend Reinvestment Plan (the "DRIP") which enables you to use your cash dividend to purchase more shares in the Company in a convenient and cost efficient way. The DRIP is provided by Equiniti Financial Services Limited. You can join the DRIP online via your Shareview Portfolio or by downloading an application form from [www.shareview.co.uk/info/drip](http://www.shareview.co.uk/info/drip) and returning it to Equiniti Financial Services Limited. To participate in the DRIP for a particular dividend, your election must be received 15 working days prior to the next dividend payment date, otherwise your dividend will be paid in cash. Elections received after this will only apply to subsequent dividends. If you have any questions about the DRIP, you should contact Equiniti using the contact details provided under 'Shareholder enquiries' overleaf.

#### Major Shareholdings

Between 3 March 2020 (the latest practicable date prior to the publication of the 2019 Annual Report) and 6 April 2020 (the latest practicable date prior to the publication of this Notice), the Company was notified that the latest voting interests of the following shareholders were: Capital Group Companies, Inc. – 5.19% of total voting rights in the Company; and Norges Bank – 3.96% of total voting rights in the Company.

### Shareholder enquiries

For enquiries about shareholdings, including dividends and lost share certificates, please contact the Company's registrars:

#### By post

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6DA

#### By telephone

0371 384 2543  
(+44 (0) 121 415 0280 from outside the UK)

Lines are open from 08:30 to 17:30 (UK time),  
Monday to Friday.

