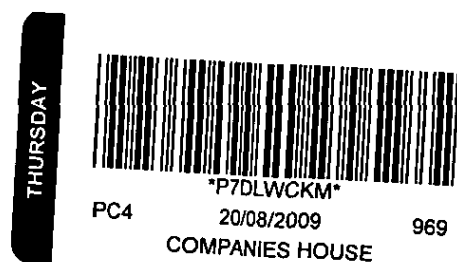


M&G Pensions and Annuity Company Limited

2008 Annual Report

Registered No: 926905



Incorporated and registered in England and Wales. Registered no: 926905
Registered office: Laurence Pountney Hill, London, EC4R 0HH.

Contents	Page
Directors' report	2
Balance sheet	3
Notes to the financial statements	4

Directors' Report

A J Ashplant
L J Scrine
J R Talbot

Business review

The Company has not traded during the years ended 31 December 2008 and 31 December 2007, therefore no profit and loss account has been prepared.

Directors

The Directors in office during the year were as stated above.

Qualifying third party indemnities

Prudential plc has arranged appropriate insurance cover in respect of legal action against Directors and senior managers of companies within the Prudential Group. In addition, the Articles of Association of the Company provide for the directors, officers and employees of the Company to be indemnified in respect of liabilities incurred in their capacity as such.

Approved by the Board.



M&G Management Services Limited
Company Secretary
Laurence Pountney Hill
London, EC4R 0HH.

18 August 2009

Balance Sheet

	Note	2008 £'000	2007 £'000
Current assets			
Amounts owed by group undertakings		<u>15,172</u>	<u>15,172</u>
Capital and reserves			
Called up share capital	4	2,000	2,000
Capital reserves		<u>13,172</u>	<u>13,172</u>
		<u>15,172</u>	<u>15,172</u>

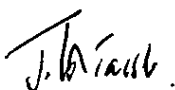
For the year ended 31 December 2008 the Company was entitled to exemption under section 249 AA (1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B (2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with section 221; and
- preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

Approved by the Board of Directors and signed on its behalf by:-



J R Talbot
Director

18 August 2009

Notes to the financial statements

1. Accounting policies

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. Profit and loss account

The Company has not traded during 2008 or 2007 and therefore no profit and loss account has been prepared.

3. Directors' emoluments

The Directors did not receive emoluments in their capacity as Directors of the Company in 2008 and 2007.

Three (2007: one) of the Directors exercised Prudential plc share options during the year.

4. Called up share capital

	2008 £'000	2007 £'000
Authorised, allotted, issued and fully paid		
2,000,000 ordinary shares of £1 each	<u>2,000</u>	<u>2,000</u>

5. Immediate and ultimate parent company

The Company's immediate parent company is M&G Limited.

The Company's ultimate parent company is Prudential plc, a company registered in England and Wales. Consolidated financial statements are prepared by Prudential plc and copies of these are available from the Registered Office at Laurence Pountney Hill, London, EC4R 0HH.