



## Prudential plc

*(incorporated with limited liability in England under the Companies Act 1985  
with registered number 1397169)*

**as Issuer**

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**£5,000,000,000**

### **Medium Term Note Programme**

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This Supplemental Prospectus to the base prospectus dated 3 December, 2008 (the "**Prospectus**", which definition includes the Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the medium term note programme (the "**Programme**") established by Prudential plc (the "**Issuer**").

Terms defined in the Prospectus have the same meaning when used in this Supplemental Prospectus.

This Supplemental Prospectus is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuer and all documents which are incorporated herein or therein by reference.

This Supplemental Prospectus has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplemental prospectus to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer accepts responsibility for the information contained in this Supplemental Prospectus. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### *Annual Report and Accounts:*

On 19 March, 2009, the Issuer published its Annual Report and Accounts for the financial year ended 31 December 2008 (the "**Annual Report and Accounts**"). By virtue of this Supplemental Prospectus, the Annual Report and Accounts are hereby incorporated in and form part of this Supplemental Prospectus, and are thereby incorporated in and form part of the Prospectus.

#### *Interim Management Statement:*

On 14 May, 2009, the Issuer published its interim management statement for the three months to 31 March, 2009 (the "**Interim Management Statement**"). By virtue of this Supplemental Prospectus, the Interim Management Statement is hereby incorporated in and forms part of this Supplemental Prospectus, and is thereby incorporated in and forms part of the Prospectus.

*Form 20-F*

On 18 May, 2009, the Issuer filed its Form 20-F for the year-ended 31 December, 2008 (the “**Form 20-F**”) with the U.S. Securities and Exchange Commission. By virtue of this Supplemental Prospectus, the Form 20-F is hereby incorporated in and forms part of this Supplemental Prospectus, and is thereby incorporated in and forms part of the Prospectus

*Update to Capital Adequacy Condition*

The information presented in tabular form at page 21 of the Prospectus shall, by virtue of this Supplementary Prospectus, be supplemented with the information set out below.

The following table shows the ratio of the Regulatory Assets of Prudential Assurance to its Regulatory Capital Requirement at 31 December, 2005, 31 December, 2006, 31 December, 2007 and 31 December, 2008:

<b>At 31 December 2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>Current Threshold for Optional Interest Payment Date</b>
134%	150%	151%	191%	125%

Since 1 January, 2005, the Issuer and its Subsidiaries as a group have been subject to a Regulatory Capital Requirement. The Regulatory Capital Requirement requires the Issuer to maintain an excess of Regulatory Assets over Regulatory Liabilities (being liabilities taken into account for the purposes of the Regulatory Capital Requirement) at all times. The following table shows the percentage by which the Issuer’s total Assets exceeded its total Liabilities at 31 December, 2005, 31 December, 2006, 31 December, 2007 and 31 December, 2008:

<b>At 31 December 2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>Current Threshold for Optional Interest Payment Date</b>
36%	41%	29%	33%	approximately 5%

The following table shows the minimum percentage by which the Issuer’s EEA Insurance Subsidiaries exceeded their minimum capital requirements pursuant to the Capital Regulations at 31 December, 2005, 31 December, 2006, 31 December, 2007 and 31 December, 2008:

<b>At 31 December 2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>
29%	28%	37%	40%

Copies of all documents or information incorporated by reference in this Supplemental Prospectus and the Prospectus can be obtained from the Issuer as described in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplemental Prospectus or any statement incorporated by reference into the Prospectus by this Supplemental Prospectus, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplemental Prospectus, the statements in (a) above will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplemental Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to the Supplemental Prospectus.

Save as disclosed in this Supplemental Prospectus and any supplemental prospectus previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

***Investors should be aware of their rights under Section 87Q(4) of FSMA.***

No person has been authorised by the Issuer, any Dealer or the Trustee to give any information or to make any representation not contained in or not consistent with this Supplemental Prospectus or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer, any Dealer or the Trustee.

The delivery of the Prospectus and/or this Supplemental Prospectus at any time does not imply that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in either of them is correct as at any time subsequent to each of their respective dates

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