



PRUDENTIAL

Prudential plc

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

as Issuer

£5,000,000,000

Medium Term Note Programme

This Supplemental Prospectus (the “Supplemental Prospectus”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 21 November, 2014 (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 meanings 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 therein by reference.

This Supplemental Prospectus has been approved by the United Kingdom Financial Conduct Authority (the “FCA”) which is the competent authority for the purposes of 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.

1. Purpose

The purpose of this Supplemental Prospectus is to correct an inaccuracy on page 39 of the Prospectus relating to the credit rating of The Prudential Assurance Company Limited.

As at the date of the Prospectus, The Prudential Assurance Company Limited's financial strength was rated Aa2 (negative outlook) by Moody's Investors Service Ltd ("Moody's"), and not Aa2 (stable outlook) as incorrectly stated on page 39 of the Prospectus.

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

2. General

For so long as Notes may be issued pursuant to the Prospectus (as supplemented by this Supplemental Prospectus), a copy of this Supplemental Prospectus will be available during normal business hours from the registered offices of the Issuer and the specified office of the Issue and Paying Agent for the time being in London. In addition, a copy of this Supplemental Prospectus will be published on the website of the Regulatory News Service operated by the London Stock Exchange.

Save as disclosed in this Supplemental Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

No person has been authorised by the Issuer, any Dealer or the Trustee to give any information or to make any representation not consistent with the Prospectus, 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.