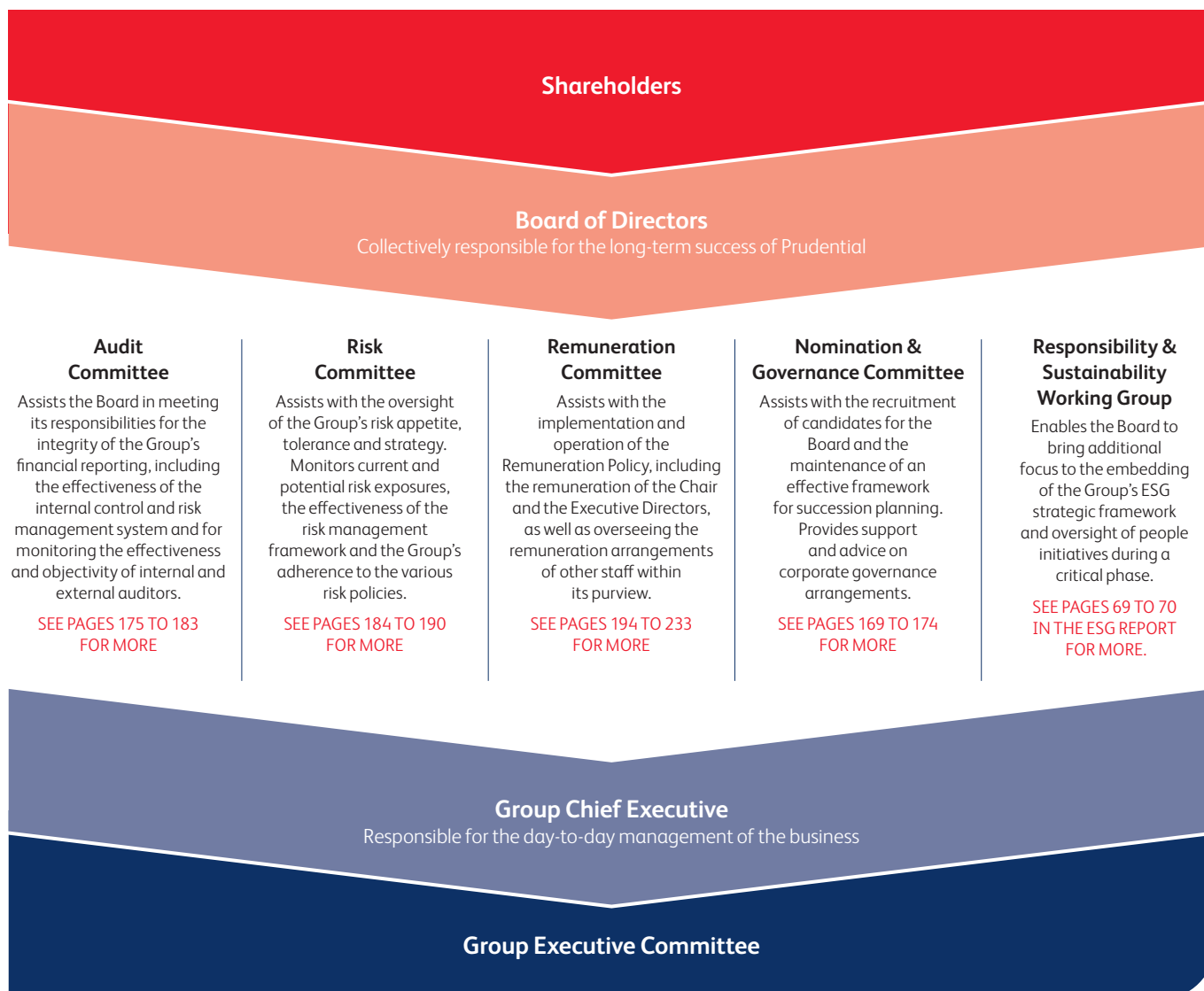


Board and Committee Structure



Led by the Chair, the Board is collectively responsible for the long-term sustainable success of the Company. It does this by setting the strategy and strategic objectives, approving capital allocations, annual budgets and business plans for the Group, overseeing the operations and monitoring financial performance and reporting. The Board establishes the Group's purpose and values and approves the environmental, social and governance policies, satisfying itself that these and the Group's culture are aligned with the strategy. Further, the Board is responsible for ensuring that an effective system of internal control and risk management is in place, approving the Group's overall risk appetite and tolerance and endorsing the Directors' Remuneration Policy for approval by shareholders.

To assist the Board in carrying out its functions, a substantial part of the Board's responsibilities is delegated to the Board's principal Committees, which comprise Non-executive Directors. The Board's principal Committees are the Audit Committee, Risk Committee, Remuneration Committee and the Nomination & Governance Committee. In addition, the RSWG was formed in February 2021 to assist the Board with matters concerning the Group's overall ESG Strategic Framework, including its engagement with the workforce. The Board receives regular updates on Committee and RSWG activities. The Terms of Reference for each of the Board's Committees are available to view on the Company's website www.prudentialplc.com/en/investors/governance-and-policies/board-and-committees-governance

In addition to the principal Committees and the RSWG, the Board has established a Standing Committee which can meet as required to assist with any business of the Board. It is typically used for ad hoc urgent matters which cannot be delayed until the next scheduled Board meeting. All Directors are members of the Standing Committee and have the right to attend all meetings and receive papers. Before taking decisions on any matter, the Standing Committee must first determine that the business it is intending to consider is appropriate for a Committee of the Board and does not need to be properly brought before the whole Board. All Standing Committee meetings are reported in full to the next scheduled Board meeting.

The Standing Committee allows for fast decision-making where necessary, while ensuring that the full Board has oversight of all matters under consideration and all Directors can contribute. During 2021, the Standing Committee met twice.

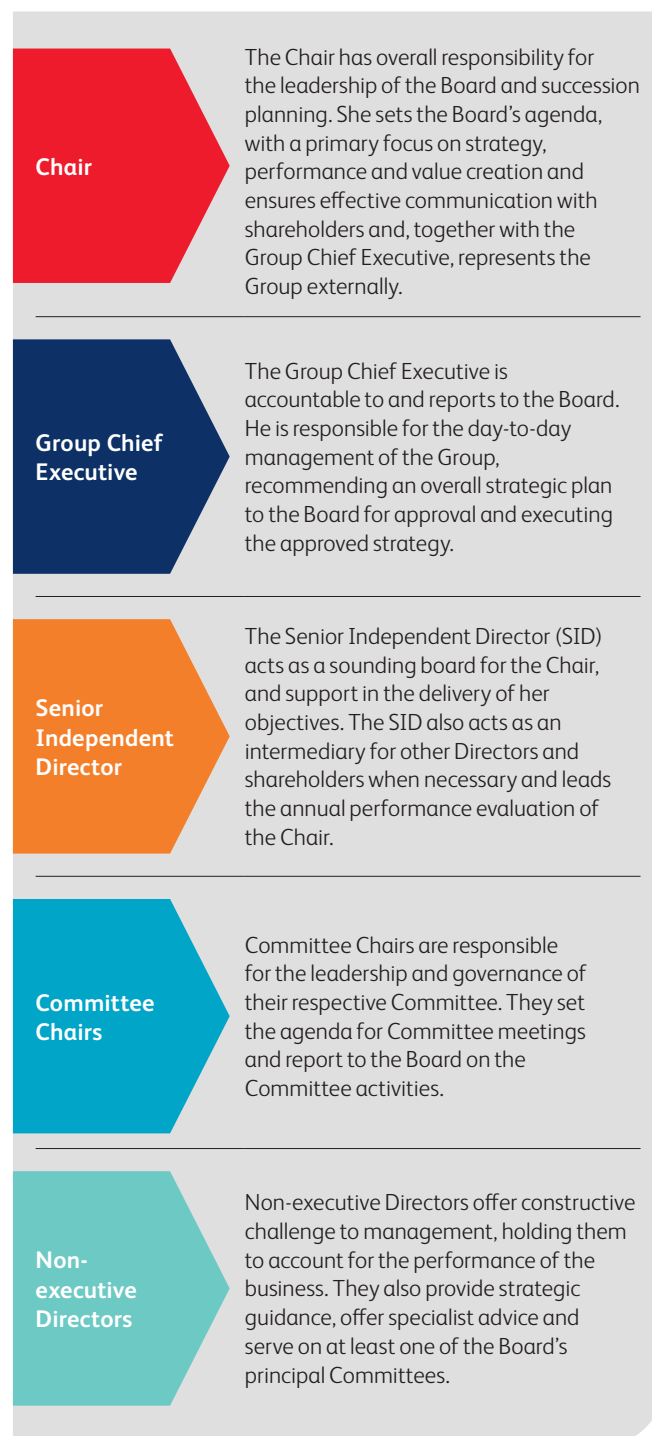
Delegation to management

Responsibility for the day-to-day management of the business and implementation of strategy has been delegated to the Group Chief Executive, within certain limits, for execution or further delegation by him in respect of matters which are necessary for the effective day-to-day running and management of the business. The Group Chief Executive delegates responsibility to certain senior executives through management reporting lines (principally to other GEC members, including the Chief Executive, Asia and Africa). The Chief Executive of each local business has authority (subject to the Delegated Authorities) for the management of the respective business.

Board size and roles

The Board's size allows for decision-making to reflect a broad range of views and perspectives while allowing all Directors to participate effectively in meetings. At the date of publication, the Board comprised 12 Non-executive Directors and three Executive Directors. At each scheduled meeting of the Board, the Non-executive Directors meet without the Executive Directors present.

The roles of Chair and Group Chief Executive are clearly segregated. The Chair has overall responsibility for the leadership of the Board while the Group Chief Executive manages and leads the business. The Senior Independent Director acts as a sounding board for the Chair, and provides support in the delivery of her objectives. The Chair, Group Chief Executive and Senior Independent Director all have written terms of reference which are approved by the Board and kept under regular review. A summary is available to view on the Company's website.



Our governance framework

The Group Governance Manual (GGM) defines Prudential's Group-wide approach to Governance, Risk Management and Internal Control. The principles by which Prudential conducts its business activities are set out in the Group Code of Business Conduct (Code) which sits at the heart of the GGM, incorporating standards of business conduct which set expectations over employee behaviour by presenting all individual obligations referenced throughout the GGM policies in a single code. The GGM itself sets out the Group's Governance Framework, Group-wide policies and standards, including the Group Risk Framework, delegated authorities and lines of responsibility and is supported by a programme of regular learning for all Prudential colleagues.

The Code is regularly reviewed by the Board to ensure that it remains appropriate for the global business. In 2021, the review was delegated to the RSWG and a new section was added concerning employee wellbeing and how our culture of diversity and inclusion is designed to support individuals across the Group. Each individual employee confirms their compliance with the Code on an annual basis.

The Nomination & Governance Committee conducts an annual review of the Group's Governance Framework, monitoring the Group's significant governance policies, including governance arrangements of the Group's main subsidiaries, and makes recommendations to the Board as appropriate. The Risk Committee approves the Group Risk Framework, an integral part of the GGM, and the Audit Committee monitors Group-wide compliance with the GGM throughout the year. Businesses manage and report compliance with the Group-wide mandatory requirements set out in the GGM through annual attestations. This includes compliance with our Risk Management Framework, a summary of which is set out on pages 167 to 168 of this report.

The content of the GGM is reviewed regularly, reflecting the developing nature of both the Group and the markets in which it operates, with significant changes on key policies reported to the relevant Board Committee. The GGM helps the Board embed the Group's system of risk management and internal control into the day-to-day operations of the business.

Subsidiary governance

Prudential's major businesses in Hong Kong, Indonesia, Malaysia and Singapore and the Eastspring holding company (the Material Subsidiaries) have appointed independent non-executive directors to their boards. Each Material Subsidiary has established an audit and a risk committee, with standard terms of reference. To ensure an effective information flow, the Chairs of the Audit and Risk Committees maintain regular dialogue with their counterparts in each of the Material Subsidiaries. In addition, the Audit and Risk Committees receive regular reports from the audit and risk committees of the Material Subsidiaries.

Other businesses also operate local audit and risk committees, with standard terms of reference. Those committees report to the Group-level Committees through written updates provided by attendees from Group functions and the chairs of the committees can escalate matters to the Group Committee Chairs as required.

The Nomination & Governance Committee is responsible for oversight of governance arrangements for the Material Subsidiaries.

Directors' inductions, training and development

Following feedback from the 2020 Board evaluation, the Nomination & Governance Committee oversaw the development of a revised induction programme and process for new Board members in 2021. The revised programme features a series of core topics, including an overview of the Group, its key businesses and the control environment, and tailored content, to reflect the new Board member's role and any particular needs identified during the recruitment process. The induction includes written materials, presentations and meetings with the Chair, the Group Chief Executive, the Group Chief Financial Officer and Chief Operating Officer, the Group Chief Risk and Compliance Officer, the Chairs of the Board's principal Committees (as appropriate) and the Chief Executive, Asia and Africa. Further meetings with members of senior management at Group and local level are also scheduled as required to develop the Directors' knowledge of the business. Each new Board member is also assigned a longer-standing Non-executive Director to support them in their new role and provide advice and feedback.

Training

Throughout the year the Board and its Committees received regular business updates and participated in deep dive sessions, developing the Board's more granular knowledge of individual businesses, current and emerging issues relevant to the Group and its operations and on particular products and business opportunities. In 2021, these sessions included deep dives into the Group's operations in a number of its markets, the Group's digital platform Pulse, together with a Board workshop on geopolitical risks, training on the Hong Kong Insurance Authority's (IA) new group-wide supervision (GWS) framework and regulatory regime, and an update on aspects of director duties. An insurance training session was also held for Chua Sock Koong, Ming Lu and Jeanette Wong as part of their induction to the Board.

All Directors have the opportunity to discuss their individual development needs as part of their Director evaluations and are encouraged to request specific updates during the year. At the start of the year, suggested topics are shared with the Board for feedback. Directors are asked to provide information on any external training or development on an annual basis. All Directors have the right to obtain professional advice at Prudential's expense.

Stakeholder engagement

Information on the Board's engagement with, and discussion of, stakeholder views as part of the Board decision-making process can be found on pages 138 to 145. Additional information can be found on our website at www.prudentialplc.com/about-us/esg/our-approach

Regulatory environment

During 2021, Prudential was included as a designated insurance holding company under the Hong Kong IA Insurance Ordinance, and is now subject to the Hong Kong IA's GWS Framework. The GWS Framework includes requirements for Hong Kong insurance groups to have in place appropriate corporate governance arrangements and to maintain appropriate internal controls for the oversight of their business.

Individual regulated entities within the Group continue to be subject to entity-level regulatory requirements in the relevant jurisdictions in which they carry on business.

Interactions with regulators form a key part of the Group's governance framework and the Chair, Group Chief Executive, Group Chief Risk and Compliance Officer, and the Chief Executive, Asia and Africa play a leading role in representing the Group to regulators and ensuring our dialogue with them is constructive.

Employee voice

Following the retirement of Kai Nargolwala from the Board at the conclusion of the 2021 AGM and the separation of Jackson Financial Inc. in September 2021, responsibility for workforce engagement activities was transferred to the RSWG.

An overview of the workforce engagement activities undertaken during 2021 is set out in the Section 172 Statement on pages 138 to 145.



Induction of Chua Sock Koong

In May 2021, Chua Sock Koong joined the Board as an Independent Non-executive Director and Member of the Remuneration and Audit Committees.

Sock Koong, together with Ming Lu and Jeanette Wong, met with senior management to get an overview of the Group's business, strategy, operations, risk profile, and culture framework. They also received briefings on their duties as Directors under relevant corporate governance frameworks and the Group's regulatory environment, and met with the Head of Investor Relations and the Group's corporate brokers in order to understand shareholder perspectives. Through participation in the Board deep dive sessions, Sock Koong has built up her understanding of individual businesses, and she visited the insurance business in Singapore to meet with the local leadership team.

Specifically for her role, Sock Koong met with the Chair of the Remuneration and Audit Committees together with key members of the senior management team, including for remuneration related matters, the Group Human Resources Director and the Director, Group Reward and Employee Relations and the Group's remuneration adviser, Deloitte. For audit related matters,

Shareholders

The Board recognises the importance of maintaining an appropriate level of two-way communication with shareholders. In addition to the extensive management engagement with shareholders, the Chair holds an ongoing programme of regular contact with major shareholders to discuss their views on the Group's governance. The Senior Independent Director and the Committee Chairs are available at the request of shareholders. Engagement with institutional investors on the Directors' Remuneration Policy and implementation is led by the Remuneration Committee Chair. An investor perception study was also commissioned in 2021, the results of which are set out in more detail together with an overview of other shareholder engagement activities undertaken during 2021 in the Section 172 Statement on pages 138 to 145.

Sock Koong met with, amongst others, the Head of Internal Audit, the external auditor KPMG, the Director of Group Financial Accounting & Reporting and the Chief Actuary.

These meetings were tailored to Sock Koong's role at Prudential and provided her with a detailed view of each Committee's work, current issues and emerging themes, as well as an understanding of the interests of the Group's key stakeholders.

Philip Remnant was chosen as the long-standing Non-executive Director to support Sock Koong, in particular to share his experience of UK governance and shareholder expectations. In October 2021, it was announced that Sock Koong would take over from Anthony Nightingale as Chair of the Remuneration Committee following the 2022 AGM. In anticipation of this, Sock Koong was able to join Anthony's programme of shareholder engagement in late 2021 in order to meet some of the Group's major shareholders and develop a deeper sense of their views.

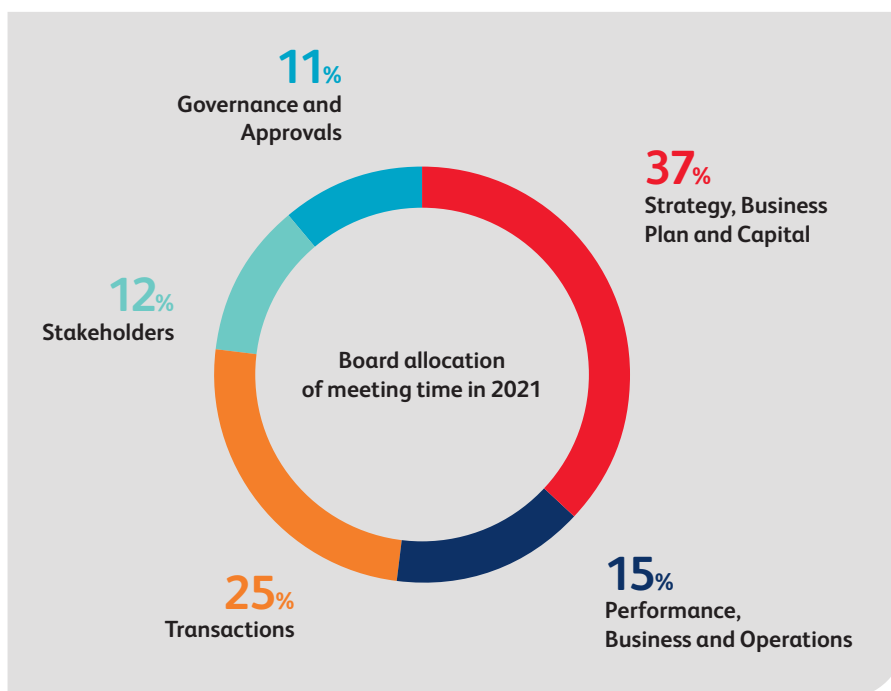
Following the conclusion of her formal induction programme, the Company Secretary and Sock Koong discussed specific follow-up areas for 2022 and feedback on the induction programme.

'Although hampered by being largely virtual, the induction provided by the Company gave me an excellent introduction to the business, my role, and the key issues for different stakeholder groups, providing me with a good basis to enable me to contribute to Boardroom discussion. I look forward to meeting more of my fellow Directors and senior leaders in person soon.'

Key areas of focus – how the Board spent its time in 2021

The Board met 18 times during 2021, which is twice the number of meetings held in 2020. These additional meetings were required primarily to support the demerger of Jackson Financial Inc. and the Hong Kong Share Offer.

The table below gives an indication of the key topics considered throughout the year.



Strategy, Business Plan and Capital

Business and strategy deep dives

- > Participated in deep dive sessions, including discussion and a holistic review of Prudential's insurance and asset management operations and strategic outlook in Indonesia, Thailand, China, Hong Kong, India, Africa and Singapore
- > Discussed geo-political risks and the domestic and international outlook for China

- > Reviewed and evaluated Pulse, Prudential's fully digital ecosystem and platform-based business

Business plan and budget

- > Approved the 2022-2024 business plan and budget
- > Considered and approved any spend over \$30 million and oversaw other management approvals
- > Approved the 2022 Strategic Priorities

Capital

- > Oversaw an increase in the allocation of capital invested in organic new business and investments in capabilities/distribution, following the restructuring of the Group into a pure-play Asia and Africa growth business

Performance, Business and Operations

Financial results

- > Reviewed and approved the half year and full year results and the Form 20F
- > Considered fair, balanced and understandable requirements in the half and full year financial reports, following a review by the Audit Committee

- > Reviewed and approved the Going Concern and the Viability Statements that appeared in the 2020 Annual Report
- > Approved the 2020 second interim dividend and first interim dividend for 2021

Reports from CEO, CFO and COO, CRCO

- > Received regular reports from the Group Chief Executive, Group Chief Financial Officer and Chief Operating Officer and the Group Chief Risk Officer and Compliance Officer
- > Received regular reports and presentations from the Chief Executive, Asia and Africa and (prior to September 2021), the Jackson Chief Executive

Transactions

Demerger of Jackson Financial Inc.

- > Considered the merits of an IPO vs demerger of Jackson, including the impact on the Group's stakeholders
- > Received numerous transaction updates throughout 2021 from internal and external advisers
- > Assured itself of the operational readiness of Jackson and Prudential prior to the demerger
- > Approved the re-organisation of the Group's holding in Jackson, prior to the distribution of Jackson shares to Prudential shareholders

- > Approved the Prudential Circular, the Supplementary Circular and the Notice of General Meeting, amongst other transaction documents

Hong Kong share offer

- > Considered the investment case for the share offer, including the long-term strategic benefits
- > Approved a reduction in the board lot size in Hong Kong to increase the turnover of Prudential shares, especially amongst retail shareholders

- > Debated the share offer allocations, including the portion of shares available to Hong Kong retail investors, employees and agents
- > Approved proposals on the use of the share offer proceeds
- > Approved the Prospectus, Supplementary Prospectus and various transaction documents
- > Considered other opportunities for inorganic growth presented by management from time to time

Stakeholders

Investors

- > Received regular reports from the Director of Investor Relations on shareholder-related matters, feedback from the Chair's shareholder engagement exercise in January 2021 and regular feedback from management on their ongoing shareholder engagement activities
- > Commissioned an investor perception survey
- > Considered the impact on UK-based investors who were unable to participate in the Hong Kong Share Offer

- > As part of business reviews, considered customer proposition, products, and customer service
- > Considered the impact of the pandemic on customers and initiatives to mitigate the impact/the support being provided to them

Employees

- > Received updates from the RSWG on various people initiatives and regularly discussed people issues, including the impact of the pandemic
- > Attended the employee Collaboration Jam and discussed employee engagement feedback

Environment

- > Oversaw changes to the Group Responsible Investment framework, enabling the implementation of a new Responsible Investment Policy and Initiatives, including the Group's commitment to carbon reduction targets

- > Received a report on Prudential's participation at the United Nations Climate Change Conference in Glasgow

Regulators

- > Received training on the key aspects of the Hong Kong IA GWS Framework and the responsibilities of the Board
- > Received reports from the Head of Group Government Relations on key government and political developments and regulatory policy updates

Communities

- > Considered the impact of the pandemic on the communities in which we operate and efforts by the business to support affected communities (eg supporting vaccination programmes)

Customers

- > Discussed the evolution of Prudential's digital strategy Pulse, including customer feedback on the design of Prudential's products, how and where they are distributed, and which markets to access

Governance and Approvals

Approvals

- > Considered various routine and administrative proposals put to the Board for approval not covered above
- > Reviewed the Delegation of Authority and noted key matters approved by management

Board Committees

- > Received reports from the Chairs of the Audit, Risk, Remuneration and Nomination & Governance Committees

- > Considered updates to the Group Risk Appetite following the demerger of Jackson
- > Approved the Own Risk and Solvency Assessment for submission to the Hong Kong IA

Shareholder meetings

- > Attended the AGM and General Meeting (as required) to approve the demerger of Jackson Financial Inc (either in person, or online)

Board evaluation & succession planning

- > Received the findings of the External Board Evaluation. Discussed and agreed the action plan and monitored progress.
- > Approved Board appointments and committee changes on recommendation from the Nomination & Governance Committee
- > Considered succession planning for the Group Chief Executive

Board meeting attendance throughout 2021

Individual Directors' attendance at Board meetings throughout the year is set out in the table below.

		Board Meetings Attended/Requiring Attendance	General Meetings ¹ Attended/Requiring Attendance
Chair	Shriti Vadera	18/18	2/2
Executive Directors	Mike Wells ²	17/17	1/1
	Mark FitzPatrick ²	17/17	2/2
	James Turner ²	17/17	–
Non-executive Directors	Philip Remnant	18/18	1/1
	Jeremy Anderson	18/18	1/1
	Chua Sock Koong ³	8/8	–
	David Law	18/18	1/1
	Ming Lu ³	7/8	–
	Kai Nargolwala ⁴	8/9	–
	Anthony Nightingale	16/18	1/1
	Alice Schroeder	18/18	–
	Tom Watjen	18/18	–
	Fields Wicker-Miurin	18/18	–
	Jeanette Wong ³	8/8	–
	Amy Yip	18/18	–

Notes

1 Attendance at the 2021 AGM was limited due to Covid-19 restrictions in the UK

2 Executive Directors did not attend a board meeting convened specifically to discuss executive succession planning

3 Chua Sock Koong, Ming Lu and Jeanette Wong joined the Board on 12 May 2021

4 Kai Nargolwala stepped down from the Board following the conclusion of the AGM held on 13 May 2021

Board and Committee papers are usually provided one week in advance of a meeting. Where a Director is unable to attend a meeting, his or her views are canvassed in advance by the Chair of that meeting where possible.

Board effectiveness

Actions during 2021 arising from the 2020 review

The performance evaluation of the Board and its principal Committees for 2020 was conducted externally by Independent Board Evaluation, an independent consultancy. The external nature of the review met the provisions of the UK Code which requires external evaluations on no less than three-yearly intervals. The findings were presented to the Nomination & Governance Committee and Board for discussion in December 2020. A final report was presented in February 2021, and the Board approved a number of action points for 2021. Set out below is an update on progress to address the 2021 actions:

Theme	Summary of Actions	Progress in 2021
Maximising Board inclusivity	<ul style="list-style-type: none"> > Enhance induction processes to leverage new Board members' skills as quickly as possible > Recognising the challenge with current travel restrictions, create more opportunities for less formal discussion among Board members 	<ul style="list-style-type: none"> > The Company Secretary reviewed best practice and, together with the Chair and with input from management, revised the previous schedule of induction material in order to produce a core induction programme for all new Board members, with additional sessions for those joining each of the Committees. The revised programme is tailored to reflect the needs of the incoming Non-executive Director and aligned with the Board calendar, including making use of the programme of business deep dives presented to the Board and other Board training. > Time was provided for informal introductions to the new Board members in Q2, but otherwise the continued travel restrictions, the challenges of time-zones and the volume of Board business have limited the opportunity for the Board to have much informal time together.
Focusing on the People and ESG agenda	<ul style="list-style-type: none"> > Consider how best to give additional Board time and focus to the ESG and people agenda 	<ul style="list-style-type: none"> > In February 2021, the Board established the RSWG, which is responsible for assisting the Board embed the Group's overall ESG Strategic Framework, leading on workforce engagement and developing a Group-wide approach to all forms of diversity and inclusion, including the setting of measurable objectives and monitoring progress against key metrics. > A summary of how the RSWG spent its time in 2021 is set out in the ESG Report on pages 69 to 70.
Improvements to Board information flows	<ul style="list-style-type: none"> > As the shape of the Group changes, build up Board members' depth of knowledge of the Asia and Africa business and refocus the Board agenda to maximise time considering business performance and strategy on a more granular basis > Review and strengthen links with subsidiary boards to leverage insight and support from those boards 	<ul style="list-style-type: none"> > The Chair and Company Secretary made changes to the Board's agenda for 2021 to devote more meeting time to substantive business matters, including a programme of business deep dives, consideration of strategic matters, discussion of key risks and consideration of stakeholders. Other approvals and governance matters were given less meeting time and the forward agenda was further developed to assist with planning. How the Board allocated its time in 2021 is set out on pages 162 to 163. > In February 2021, the Nomination & Governance Committee considered Board governance arrangements across the Asia businesses. Regular conversations are held between the Audit and Risk Committee Chairs and their counterparts in the Material Subsidiaries, reporting on their discussions to the Audit and Risk Committees as appropriate. In addition, a further audit and risk governance event was held in October 2021, which was attended by all Non-executive Directors of the Material Subsidiaries, and by six members of the Board and the Chief Executive, Asia and Africa. The event received very positive feedback.
Improvements to Board processes	<ul style="list-style-type: none"> > Consider processes for briefings outside of meetings to support inclusivity and maximise ways in which Directors benefit from each other's experience and expertise 	<ul style="list-style-type: none"> > Non-executive and Executive Directors alike were keen to retain the level of access between Non-executive Directors and management and felt that the time spent in discussions in advance of meetings was an effective and efficient use of everyone's time and served to enhance the discussion in the room, rather than substitute it in any way. Directors are mindful of the need to raise substantive issues during the formal meetings rather than only during pre-meeting discussions with management. The Remuneration Committee has trialled 'opt-in briefings', held shortly before the Committee meetings and hosted by management.

2021 review and actions for 2022

The performance evaluation of the Board and its principal Committees for 2021 was conducted internally at the end of 2021, led by the Company Secretary, through a questionnaire. The findings were presented to the Nomination & Governance Committee and the Board in February 2022 and collective Committee and Board discussions to exchange ideas and agree priorities arising from the evaluation took place. Whilst the review confirmed that the Board and its principal Committees continued to operate effectively during the year and that no major improvements were required, an action plan was approved by the Board to respond to the following recommendations:

Theme	Summary of Actions
Board composition, succession planning and meeting process	<ul style="list-style-type: none"> > Continue to develop the skills map to fully support the work on Board succession planning and review processes for oversight of the development of the pipeline for executive positions with the critical skills and diversity required for the Group's future strategy. > Given the difficulties during the last two years regarding travel and face-to-face interaction, create more opportunities for Board interaction amongst themselves, with management and with employees, where possible in person.
Board oversight, stakeholders and decision making	<ul style="list-style-type: none"> > Focus more Board meeting agenda time on customers and employees and review and update KPIs for consistent reporting and analysis. > Consider new ways to ensure learnings from past decisions are highlighted to the Board where appropriate, to fully support decision-making.
Risk oversight	<ul style="list-style-type: none"> > Enhance risk reporting to the Board to further support the prioritisation of key risks.

Director evaluation

Individual performance of Non-executive Directors was considered by the Chair, who gathered and provided feedback as appropriate throughout the year. The Nomination & Governance Committee discussed the performance of each Director at its meeting in February 2022, as part of the overall Board evaluation, including the Executive Directors in their capacity as Board members. The Chair relayed feedback as required.

Feedback on the performance of the Chair was separately provided to, and discussed with her, by the Senior Independent Director. The performance of Executive Directors, in their capacity as Executives, is subject to regular review. The Chair assessed the performance of the Group Chief Executive, in consultation with the Non-executive Board, while the Group Chief Executive appraised the performance of each of the Executive Directors as part of the annual Group-wide performance evaluation of all employees. The Chair of the Risk Committee provided feedback to the Group Chief Executive on the performance of the Group Chief Risk and Compliance Officer. Executive Director performance is also reviewed by the Remuneration Committee as part of its deliberations on bonus payments.

The outcome of these evaluation processes informs the Nomination & Governance Committee's recommendation for Directors to be put forward for re-election by shareholders.