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PRUDENTIAL

Prudential plc

英國保誠有限公司*

(Incorporated and registered in England and Wales under the number 01397169)

(Stock code: 2378)

OVERSEAS REGULATORY ANNOUNCEMENT

**U.S.\$700,000,000 5.250% TIER 1 PERPETUAL NOTES
(ISIN: XS0873630742)**

(the “Notes” and the holders thereof, the “Noteholders”)

Further to the announcement of Prudential plc (the “Issuer”) dated 9 September 2015 (RNS Number 5748Y), the Issuer has today given notice to the Noteholders of its intention to vary the Terms and Conditions of the Notes (the “Conditions”) in accordance with Condition 7.5B (the “Variation”). The Issuer expects the Variation to become effective on or about 3 November 2015.

The full form of the Terms and Conditions of the Notes, as so varied, (the “Varied Conditions”) is attached to this announcement (in the form of a comparison between the Conditions and the Varied Conditions). Copies of the Varied Conditions will also be available during normal business hours from the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London.

Capitalised terms and expressions used herein but not otherwise defined shall have the same meanings given to them in the Conditions.

http://www.rns-pdf.londonstockexchange.com/rns/8256A_-2015-9-30.pdf

Prudential plc is not affiliated in any manner with Prudential Financial, Inc. a company whose principal place of business is in the United States of America.

Enquiries to:

Media:

Jonathan Oliver +44 (0)20 7548 3719
Tom Willetts +44 (0)20 7548 2776

Investors/Analysts:

Raghu Hariharan +44 (0)20 7548 2871
Richard Gradidge +44 (0)20 7548 3860

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The securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under any relevant securities laws of any state of the United States of

America and may not be offered, sold or delivered in the United States of America or to, or for the account of or benefit of, U.S. Persons, subject to certain limited exemptions.

1 October 2015, London

As at the date of this announcement, the Board of Directors of Prudential plc comprises:

Chairman

Paul Victor Falzon Sant Manduca

Executive Directors

Michael Andrew Wells (*Group Chief Executive*), Nicolaos Andreas Nicandrou ACA, Penelope Jane James ACA, Jacqueline Hunt, Michael George Alexander McLintock, Barry Lee Stowe and Tony Paul Wilkey

Non-executive Director

David John Alexander Law ACA

Independent Non-executive Directors

Sir Howard John Davies, Ann Frances Godbehere FCPA FCGA, Alexander Dewar Kerr Johnston CMG FCA, Kaikhushru Shiavax Nargolwala FCA, Anthony John Liddell Nightingale CMG SBS JP, The Hon. Philip John Remnant CBE ACA, Alice Davey Schroeder and Lord Jonathan Adair Turner

* *For identification purposes*