



PRUDENTIAL

Prudential PLC

(Incorporated in England and Wales with registered number 1397169)

\$10,000,000,000 Medium Term Note Programme

This Supplementary Prospectus (the "**Supplementary Prospectus**", which definition shall include all information incorporated by reference herein) to the prospectus dated 15 April 2020, as supplemented by the supplement to it dated 12 August 2020, (the "**Base Prospectus**", which definition includes the Base 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 Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "**UK Prospectus Regulation**") and is prepared in connection with the \$10,000,000,000 Medium Term Note Programme (the "**Programme**") established by Prudential PLC (the "**Issuer**").

Terms defined in the Base Prospectus have the same meanings when used in this Supplementary Prospectus.

This Supplementary Prospectus is supplemental to, updates, must be read in conjunction with, and forms part of, the Base Prospectus.

This Supplementary Prospectus has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the competent authority for the purposes of the UK Prospectus Regulation and relevant implementing measures in the United Kingdom, as a supplemental prospectus to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the UK Prospectus Regulation 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 Supplementary Prospectus. To the best of the knowledge of the Issuer, the information contained in this Supplementary Prospectus is in accordance with the facts and makes no omission likely to affect its import.

1. Purpose

The purpose of this Supplementary Prospectus is to:

- (A) incorporate by reference the annual report and audited consolidated financial statements of the Issuer for the financial year ended 31 December 2020 (the “**Issuer’s Annual Report and Accounts**”);
- (B) update the Base Prospectus to reflect certain changes to the Board of Directors of the Issuer; and
- (C) provide updated ‘no significant change’ and ‘no material adverse change’ statements as set out at section 4 of this Supplementary Prospectus.

2. Incorporation by reference of the Issuer’s Annual Report and Accounts

On 15 March 2021, the Issuer published the Issuer’s Annual Report and Accounts.

By virtue of this Supplementary Prospectus, the Issuer’s Annual Report and Accounts are hereby incorporated in and form part of this Supplementary Prospectus, and are thereby incorporated in and form part of the Base Prospectus.

A copy of the Issuer’s Annual Report and Accounts have been filed with the National Storage Mechanism.

3. Changes to the Board of Directors of the Issuer

Sir Howard Davies

On 14 May 2020, it was announced that Sir Howard Davies would retire from the Board of Directors of the Issuer with effect from the conclusion of the Issuer’s Annual General Meeting on 14 May 2020.

Paul Manduca

On 3 December 2020, it was announced that Paul Manduca would step down from the Board of Directors of the Issuer with effect from 31 December 2020.

Shriti Vadera

With effect from 1 January 2021, Shriti Vadera succeeded Paul Manduca as Chair of the Board of Directors and of its Nomination and Governance Committee.

Chua Sock Koong

On 4 February 2021, it was announced that Chua Sock Koong will be appointed as a Non-Executive Director of the Issuer, joining the Board of Directors with effect from 1 May 2021.

Relevant skills and experience

Chua Sock Koong has 30 years' experience of business leadership and operations throughout Asia. She led Singtel Group, one of Asia's largest telecoms businesses, for 13 years as Group Chief Executive, following seven years as Group Chief Financial Officer. Ms Chua is a Non-Executive Director of Bharti Airtel Limited in India and a Member of Singapore's Council of Presidential Advisors.

Ming Lu

On 4 February 2021, it was announced that Ming Lu will be appointed as a Non-Executive Director of the Issuer, joining the Board of Directors with effect from 1 May 2021.

Relevant skills and experience

Ming Lu has over 30 years' experience of investing and developing businesses throughout the Asia Pacific region. He has been with KKR since 2006 and is currently a Partner and Head of KKR Asia Pacific, playing a leadership role in KKR Asia's growth and expansion. He has held various operating and investing positions throughout his career, including working for eight years at CITIC, one of China's largest businesses. Mr Lu is an independent Non-Executive Director of Jones Lang LaSalle Inc.

4. Significant and material adverse change statements

There has been no significant change in the financial performance or financial position of the Group since 31 December 2020.

There has been no material adverse change in the prospects of the Issuer since 31 December 2020.

5. General

For a period of at least 12 months following the date of the Base Prospectus, this Supplementary Prospectus will be available for inspection on the Issuer's website at: <https://www.prudentialplc.com/investors/credit-investors>.

The documents incorporated by reference in this Supplementary Prospectus may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/prices-and-news/news/marketnews/market-newshome.html> and are available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the office of the Issuer at 1 Angel Court, London, EC2R 7AG.

To the extent that any document which is incorporated by reference into this Supplementary Prospectus itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference into this Supplementary Prospectus. The websites which are referred to in any document which is incorporated by reference into this Supplementary Prospectus do not form part of this Supplementary Prospectus for the purposes of the UK Prospectus Regulation.

To the extent that there is any inconsistency between: (a) any statement in this Supplementary Prospectus; and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

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