

12th December, 2001

Issue of

£435,000,000

Subordinated Notes due 2031

under the Prudential plc and Prudential Finance (UK) plc

£5,000,000,000 Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 22nd November, 2001. This Pricing Supplement is supplemental to and must be read in conjunction with such Information Memorandum.

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|-----|---|---|
| 1. | Issuer: | Prudential plc |
| 2. | (i) Series Number: | 1 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Sterling |
| 4. | Aggregate Nominal Amount: | |
| | - Tranche: | £435,000,000 |
| | - Series: | £435,000,000 |
| 5. | (i) Issue Price of Tranche: | 98.356 per cent. of the Aggregate Nominal Amount |
| | (ii) Net Proceeds: | £425,129,850.00 |
| 6. | Specified Denominations: | £1,000, £10,000, £100,000 |
| | Issue Date and Interest Commencement Date: | 19th December, 2001 |
| 7. | Maturity Date: | 19th December, 2031. Redemption is subject to deferral as provided in Condition 7.2 |
| 8. | Interest Basis: | 6.125 per cent. Fixed Rate |
| 9. | Redemption/Payment Basis: | Redemption at par, subject as provided in paragraph 20 below |
| 10. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 11. | Put/Call Options: | Issuer Call due to Capital Disqualification Event: |

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See paragraph 20

12. **Status of the Notes:** Dated Subordinated Notes
13. **Listing:** Listed on the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's market for listed securities
14. **Method of distribution:** Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions** Applicable
- (i) **Rate of Interest:** 6.125 per cent. per annum
 - (ii) **Interest Payment Date(s):** 19th December in each year
 - (iii) **Fixed Coupon Amount(s):** £61.25 per £1,000 in nominal amount
 - (iv) **Broken Amount(s):** Not Applicable
 - (v) **Day Count Fraction:** Actual/Actual (ISMA)
 - (vi) **Determination Date(s):** 19th December in each year
 - (vii) **Other terms relating to the method of calculating interest for Fixed Rate Notes:** None
16. **Floating Rate Note Provisions:** Not Applicable
17. **Zero Coupon Note Provisions:** Not Applicable
18. **Index Linked Interest Note Provisions:** Not Applicable
19. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. (a) **Issuer Call:** Not Applicable
- (i) **Optional Redemption Date(s):** Not Applicable
 - (ii) **Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):** Not Applicable

(iii)	If redeemable in part:	Not Applicable
(a)	Minimum Redemption Amount:	Not Applicable
(b)	Higher Redemption Amount:	Not Applicable
(iv)	Notice period (if other than as set out in the Conditions):	Not Applicable
(b)	Issuer Call due to Capital Disqualification Event:	Applicable
(i)	Special Redemption Amount(s) and method (if any) of calculation of such amount(s):	<p>The Special Redemption Amount means in respect of each Note a price equal to:</p> <p>(i) its principal amount; or, if higher</p> <p>(ii) that price (as reported in writing to the Issuer and the Trustee by a financial adviser approved by the Trustee) at which the Gross Redemption Yield on the Notes on the Relevant Record Date is equal to the Gross Redemption Yield at 3.00 p.m. (London time) on that date of 4.25 per cent Treasury Stock due 7th June, 2032 (while that stock is in issue, and thereafter such government stock as the Trustee, with the advice of three brokers and/or gilt-edged market makers or such other three persons operating in the gilt-edged market as the Trustee may approve, may agree to be appropriate) plus 75 basis points</p> <p>"Relevant Record Date" means the third business day in London prior to the due date of redemption and "Gross Redemption Yield" means a yield calculated on the basis set out by the United Kingdom Debt Management Office in the paper "Formulae for Calculating Gilt Prices from Yields" page 4, Section One: Price/Yield Formulae "Conventional Gilts; Double-dated and Undated Gilts with Assumed (or Actual) Redemption on a Quasi-Coupon Date" (published 8/6/1998)</p>
(ii)	Notice Period (if other than as set out in the Conditions):	Not Applicable
21.	Investor Put:	Not Applicable
22.	Final Redemption Amount:	Par

23. **Early Redemption Amount(s) payable on redemption for taxation reasons (where applicable) or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):** Par

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. **Form of Notes:** Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
25. **Additional Financial Centre(s) or other special provisions relating to Payment Days:** Not Applicable
26. **Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** Not Applicable
27. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and if different from those specified in the Temporary Global Notes the consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable
28. **Details relating to Instalment Notes:**
- Instalment Amount(s):** Not Applicable
- Instalment Date(s):** Not Applicable
29. **Redenomination applicable:** Redenomination not applicable
30. **Other terms or special conditions:** Not Applicable

Distribution

31. (i) **If syndicated, names of Managers:** Goldman Sachs International, UBS AG acting through its business group UBS Warburg, Barclays Bank PLC and Cazenove & Co. Ltd
- (ii) **Stabilising Manager (if any):** UBS AG, acting through its business group UBS Warburg

32. If non-syndicated, name of relevant Dealer: Not Applicable
33. Whether 144A eligible/TEFRA D or TEFRA C Rules applicable or TEFRA not applicable: TEFRA D
34. Additional selling restrictions: None

OPERATIONAL INFORMATION

35. Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
36. Delivery: Delivery against payment
37. Additional Paying Agent(s) (if any): None
- ISIN: XS0140198044
- Common Code: 014019804

LISTING APPLICATION

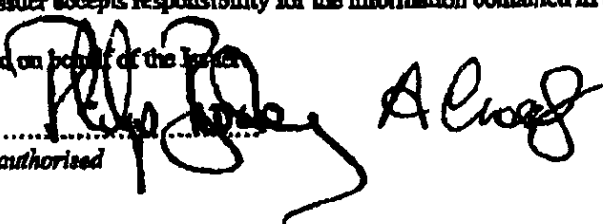
This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the £5,000,000,000 Medium Term Note Programme of Prudential plc and Prudential Finance (UK) plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer

By:
Duly authorised



ICM:557493.7



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