

Information for Prudential Financial, Inc. shareholders about managing your shares through Computershare

Computershare is pleased to serve you.

Computershare has been appointed by Prudential Financial, Inc. to act as its transfer agent, to maintain shareholder records and to provide a variety of services to Prudential Financial shareholders.

Computershare is a leading provider of shareholder services, with more than 90 million shareholder accounts and over 14,000 corporate clients worldwide. This brochure explains how we:

- hold your shares in an account
- transfer shares
- direct deposit your dividends
- sell shares

COMPUTERSHARE HOLDS YOUR STOCK AT NO CHARGE.

Prudential Financial offers this service as a convenience to shareholders. To continue holding shares, no action is required. Your shares are registered on the company records and maintained by Computershare. This is called "book-entry" form, and a stock certificate is not required. However, if you prefer to obtain a certificate, please call Computershare.

TRANSFERRING OWNERSHIP OF SHARES

To transfer book-entry or certificated shares, visit www.computershare.com or call 1-800-305-9404 for an instruction package.

DIRECT DEPOSIT OF DIVIDENDS

Enrollment is easy -- to enroll in this service, please visit www.computershare.com/investor or call 1-800-305-9404. Please note that enrolling in this service will not impact any policy dividends you may receive.

SELLING SHARES THROUGH COMPUTERSHARE

There are three ways to sell your shares:

By phone. Call 1-800-305-9404.

By Internet. Go to www.computershare.com.

By mail. Submit a signed letter of instruction.

- Fees will be deducted from the sales proceeds and a check for the net sales proceeds will be mailed so as to be received within 10 business days from the settlement of sale.
- If you would like to sell shares held in certificate form, you must return the stock certificate(s) with a signed letter of instruction. We suggest you send the certificate(s) by registered mail with return receipt requested and insured for 3% of the market value, with a minimum insured value of \$20.00. Upon receipt of your certificate(s) and your signed letter of instruction to sell the shares, the certificated shares will be placed into book-entry form to be sold through the Sales Facility.

- Shares of Prudential Financial, Inc. Common Stock can also be bought or sold at any time through a registered brokerage firm.

MOVING SHARES BETWEEN A COMPUTERSHARE ACCOUNT AND A BROKERAGE ACCOUNT

Most brokers can move shares electronically—either from a Computershare account to your brokerage account, or from your brokerage account to a Computershare account. Please contact your broker for more information.

TRACKING THE PRICE OF YOUR STOCK

- Look for the Prudential Financial, Inc. ticker symbol (PRU) in any New York Stock Exchange listing
- Log on to www.computershare.com

Need help?

Please call:

1-800-305-9404

- Sell shares through Computershare's Sales Facility
- Get instructions for transferring shares
- Obtain a stock certificate
- Change the address on an account

Hearing-impaired, call: 1-800-619-2837

Visit online at: www.computershare.com

Mail written correspondence to:
Computershare Trust Company, N.A.
P.O. Box 505040
Louisville, KY 40233-5040

USING COMPUTERSHARE TO SELL SHARES IS COMPLETELY VOLUNTARY. Neither Prudential Financial, Inc. nor Computershare is soliciting or recommending that you sell shares or that you participate in the Computershare Sales Facility. Whether you choose to sell shares or not, there will be no effect on any Prudential insurance policy or annuity contract you may own.

TERM SHEET

Computershare Sales Facility

Computershare Trust Company, N.A.

Computershare Sales Facility Terms and Conditions

This document contains the terms and conditions of your agreement with Computershare, and you accept these terms and conditions when you instruct Computershare to sell your shares through Computershare's Sales Facility.

Computershare Trust Company, N.A. ("Computershare") has been authorized by Prudential Financial, Inc. to act as an independent sales order service agent for "eligible shareholders" for the sale of Prudential Financial, Inc. Common Stock held in book-entry form at Computershare. **Prudential Financial, Inc. does not sponsor or operate the Sales Facility and has no responsibility for its operation.**

The decision to sell shares through Computershare's Sales Facility is entirely voluntary. Neither Computershare nor Prudential Financial, Inc. is soliciting sales, making any recommendations or giving any advice about whether shareholders should use the Sales Facility. Shareholders may sell shares outside Computershare's Sales Facility through the broker of their choice and direct the timing and price of their sale. The Sales Facility is only available to "eligible shareholders" who hold 1,000 shares or fewer of Prudential Financial, Inc. Common Stock at Computershare. Eligible shareholders may sell at their own expense all or a portion of their shares recorded in book-entry form on the shareholder records Computershare maintains for Prudential Financial, Inc. Computershare will act as the eligible shareholders' agent, processing sell orders under the following terms and conditions.

A. Eligible shareholders may sell through Computershare's Sales Facility any or all shares held by Computershare in book-entry form in their accounts using one of the following options:

Batch Order Sales. Computershare will use its best efforts to submit eligible shareholders' shares on a timely basis to its broker for sale. Instructions received via the Internet or by telephone normally will be forwarded to Computershare's broker for sale either on the day of receipt or at the opening of business the next day. Instructions received by Computershare after 2:00 P.M. Eastern Time may be aggregated with orders received on the next business day (except where deferral is necessitated by an act of God, a trading suspension or a banking moratorium). Because of the process used for sales through Computershare's Sales Facility, the price received will not be determined by the price of the Common Stock at the time the sale order is submitted to Computershare. Computershare reserves the right to decline to process a telephone or electronic sale if it determines, in its sole discretion, that supporting legal or other documentation is required. Computershare's broker may be one of its affiliates.

All eligible shareholders' sale orders will be held by Computershare's broker in a settlement account maintained by Computershare for transfer to Computershare's broker at settlement.

Shares will be sold at times and prices, and subject to delivery terms, as determined solely by Computershare and its broker. Delays in execution can occur. No eligible shareholder will have any authority or power to direct the time or price at which shares may be sold, or to select the broker through which sales are to be made.

Sale requests received in writing will be combined in order to sell shares of Common Stock in round lot transactions and multiples thereof. The method of price determination for shares sold through Computershare's Sales Facility as a Batch Order will be the weighted average sales price per share for the aggregate batch covering a shareholder's shares. Computershare will confirm sales to shareholders and will mail the proceeds so as to be received within 10 business days following settlement of sale. **The proceeds of the sale and Computershare's confirmation of the sale will reflect a deduction of a transaction fee of \$11.00 per sale plus 8¢ per share sold.**

Please note that effective January 1, 2013, Batch Orders will no longer be available via the Internet or by telephone. All sales through these channels must be Market Orders or Limit Orders and will incur the fees described below.

Market Order Sales. Instead of having shares sold via the batching process described above, eligible shareholders may request that Computershare process a Market Order sale request to sell the shares promptly. Market Order sale requests received at www.computershare.com/investor or by telephone will be placed promptly upon receipt during market hours (normally 9:30 a.m. to 4:00 p.m. Eastern Time). Any orders received after 4:00 p.m. Eastern Time will be placed promptly on the next day the market is open. The price shall be the market price of the sale obtained by Computershare's broker net of fees. Requests received in writing are not eligible for market order sale and will be handled using the batching process described above. **The fee per transaction is \$21.00 plus 8¢ per share sold. Effective January 1, 2013, any sale request processed by a telephone representative will incur an additional fee of \$15.00 per transaction.**

Day Limit Order Sales. Beginning January 1, 2013, a Day Limit Order (an order to sell shares when and if the stock reaches a specific price on a specific day) may be placed at www.computershare.com/investor or by telephone, and is automatically cancelled if the price is not met by the end of that trading day (or for orders placed outside of market hours, the next trading day). Depending on the number of shares being sold and current trading volume in the shares, such an order may only be partially filled, in which case the remainder of the order will be cancelled. Any request by you to otherwise cancel a pending Day Limit Order will be honored on a best efforts basis. **The fee per transaction is \$21.00 per sale and 8¢ per share sold. Effective January 1, 2013, any sale request processed by a telephone representative will incur an additional fee of \$15.00 per transaction.**

Good-Til-Cancelled Limit Order Sales. Beginning January 1, 2013, a Good-Til-Cancelled Limit Order (an order to sell shares when and if the stock reaches a specific price at any time while the order remains open (30 days)), may be placed at www.computershare.com/investor or by telephone. Depending on the number of shares being sold and the current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. If shares trade on more than one day a separate fee will be charged for each day. The order (or any unexecuted portion thereof) is automatically cancelled if the price is not met by the end of the order period. The order also may be cancelled by the applicable stock exchange or at your request by telephone or online. **The fee per transaction is \$21.00 per sale and 8¢ per share sold. Effective January 1, 2013, any sale request processed by a telephone representative will incur an additional fee of \$15.00 per transaction.**

- B. Prudential Financial, Inc. will not receive any portion of the fees. Fees may not necessarily be the lowest available, and you may be able to sell your shares at a lower cost through a broker. Any decision by a shareholder to sell shares through Computershare's Sales Facility is entirely voluntary, and fees charged are the sole responsibility of the shareholder.
- C. Except as otherwise provided for Day Limit Orders and Good-Til-Cancelled Limit Orders, Computershare will treat instructions to sell as final and effective, and will process sell orders in reliance on the instructions received from the eligible shareholders. Sale instructions received by telephone will be recorded. Computershare will not be liable for any act done in good faith in connection with providing these services.
- D. Computershare's Sales Facility is not available to "affiliates" (certain officers, directors and 5% shareholders) of Prudential Financial, Inc. or those that were affiliates of Prudential prior to its demutualization. Computershare is required to report to the Internal Revenue Service and to the selling shareholders the sale of shares executed through the Sales Facility. When a sale is executed, if the shareholder's Taxpayer Identification Number is not certified, the proceeds will be subject to federal backup withholding.
- E. Computershare's Sales Facility may be terminated at any time but no earlier than 45 days following public dissemination of the intended termination date.

You can sell your shares by calling the Computershare automated toll-free number at 1-800-586-1305, logging on to the Computershare site on the Internet at www.computershare.com/investor, or submitting a signed letter of instruction.

- Fees will be deducted from the sales proceeds and a check for the net sales proceeds will be mailed so as to be received within 10 business days from the settlement of sale.
- If you would like to sell shares held in certificate form, you must return the stock certificate(s) with a signed letter of instruction. We suggest you send the certificate(s) by registered mail with return receipt requested and insured for 3% of the market value, with a minimum insured value of \$20.00. Upon receipt of your certificate(s) and your signed letter of instruction to sell the shares, the certificated shares will be placed into book-entry form to be sold through the Sales Facility.
- Shares of Prudential Financial, Inc. Common Stock can also be bought or sold at any time through a registered brokerage firm.