

## SALES FACILITY TERM SHEET

**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 Sales Facility is only available to "eligible shareholders" who received 1,000 shares or fewer of Prudential Financial, Inc. Common Stock as demutualization compensation when The Prudential Insurance Company of America ("Prudential") became a stock company, or specified transferees of these shares. Eligible shareholders who participated in the Commission-Free Sales and Purchases Program or subsequent odd-lot programs are also eligible to participate in the Sales Facility as to shares purchased in such programs.

Eligible shareholders may sell at their own expense all or a portion of their shares received in the demutualization (or purchased in the Commission-Free Sales and Purchases Program or subsequent odd-lot programs) and 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 order under the following terms and conditions.

- 1. 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.**
- Eligible shareholders may sell through Computershare's Sales Facility any or all shares received in the demutualization (or purchased in the Commission-Free Sales and Purchases Program or subsequent odd-lot programs) and that are held by Computershare in book-entry form in their accounts. Computershare will use its best efforts to sell eligible shareholders' shares on a timely basis. 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. Written instructions received by Computershare after 2:00 P.M. Eastern Time, and electronic orders received after 4:00 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.
- Eligible shareholders' requests 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 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.
- 6. 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 and \$0.08 per share sold.** Prudential Financial, Inc. will not receive any portion of the fees and commissions. **Fees and commission charges 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 and commissions charged are the sole responsibility of the shareholder.
- 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.
- 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. Eligible shares do not include shares purchased through a financial intermediary and electronically credited to your Computershare account through the Depository Trust Corporation.
- 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.
- 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](http://www.computershare.com), or submitting a signed letter of instruction.**