

**Prudential Financial, Inc.**  
**The Prudential Insurance Company of America**

***Compensation and Human Capital Committee Charter***

The primary purpose of the Compensation and Human Capital Committee of Prudential Financial, Inc. ("Prudential Financial") is to oversee, on behalf of the Board of Directors of Prudential Financial, the promotion and compensation of senior management and the human resources policies of Prudential Financial and its subsidiaries (the "Prudential Enterprise"), including salary and benefits policies. It shall also oversee (together with the Boards) the executive succession planning process, including:

- Evaluation of the Company's programs and practices related to talent and leadership;
- Establishing, reviewing and reporting compensation of the Company's executive officers;
- Administering the Company's equity-based and certain other compensation plans;
- Overseeing management of risks for succession planning and compensation; and
- Overseeing the Company's strategies and policies related to human capital management.

The Compensation and Human Capital Committee of The Prudential Insurance Company of America ("Prudential Insurance") shall exercise the same powers and address those human resources and compensation issues that relate only to Prudential Insurance and its subsidiaries and those issues that relate to any employee benefit plans of which Prudential Insurance is a sponsor.

The Committees shall consist of members of the respective Boards that are determined by the respective Boards to be (1) "independent" as that term is defined for directors and Compensation Committee members under the listing standards of the New York Stock Exchange ("NYSE"), and (2) "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Each Committee shall consist of members of the respective Boards appointed for such purpose by the respective Boards on the recommendation of the Corporate Governance and Business Ethics Committees of such Boards. It is anticipated, though not required, that each Board will appoint the same members to the Committees of both entities and that the Committees will generally meet concurrently.

Among their specific duties and responsibilities, the respective Committees shall have the authority to:

1. monitor and periodically assess the Company's programs and practices for attracting, developing, training, and retaining talented employees at all levels, including succession plans for executive officers, and employee compensation and benefits;
2. review and approve executive compensation philosophy and strategy including appropriate peer group and target compensation positioning;
3. assess the results of the Company's most recent advisory vote on executive compensation;
4. in their sole discretion, retain or obtain the advice of such consultants, outside counsel and other advisors as the Committees determine appropriate to assist them in the performance of their functions, including any compensation consultant used to assist in the evaluation of Chief Executive Officer and executive officer compensation; be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Committees; receive appropriate funding, as determined by the Committees, from Prudential Financial or Prudential Insurance, as applicable, for payment of compensation to any such advisors; and assess the independence of consultants, outside counsel and other advisors (whether retained by the Committees or management) that provide advice to the Committees, in accordance with the listing standards of the NYSE;
5. review and approve compensation, incentive, equity, pension, and employee benefit plans and any significant changes to those plans, and periodically review compensation plans to determine whether policies established by the Committee have been executed as intended and are achieving the intended results;
6. in the case of Prudential Financial: review and discuss with management Prudential Financial's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the proxy statement and included in, or incorporated by reference into, the annual report on Form 10-K; recommend to Prudential Financial's Board based on such review and discussions whether the CD&A should be included in, or incorporated by reference into, such proxy statement and annual report; and oversee preparation of a Compensation Committee report as required by SEC rules for inclusion in the proxy statement and inclusion in, or incorporation by reference into, the annual report on Form 10-K;
7. oversee enforcement of and periodically review the Company's Clawback Policy regarding recoupment of executive compensation;
8. oversee shareholder engagement on compensation matters;
9. recommend to the Board of Prudential Financial or Prudential Insurance, as the case may be, the election of officers of the respective companies at or above the level of Senior Vice President (Grade Level 4);

10. in the case of Prudential Financial, evaluate the performance of the Chief Executive Officer in light of performance objectives set by the Committee in conjunction with the other independent Directors of Prudential Financial, and recommend to the independent Directors of the Board the compensation to be paid to the Chief Executive Officer based on this evaluation;
11. in the case of Prudential Financial, evaluate the performance of all officers of Prudential Financial and its subsidiaries at or above the level of Senior Vice President in conjunction with the other independent Directors of Prudential Financial, and recommend to the independent Directors of the Board of Prudential Financial the compensation to be paid to such officers based on this evaluation;
12. in the case of Prudential Insurance, recommend to the Board of Prudential Insurance the compensation, including bonuses, long-term awards and special payments, to be paid to all officers at or above the level of Senior Vice President (Grade Level 4); and review and, if appropriate, recommend the awards of supplemental employee retirement benefits under the Supplemental Employee Retirement Plan to any employee of Prudential Insurance;
13. approve the terms and grant of equity awards for executive officers;
14. review and approve employment agreements, compensation arrangements and separation allowances for officers at or above the level of Senior Vice President;
15. with respect to Prudential Financial, annually review corporate results against corporate goals, set annual and long-term incentive compensation funding levels, and recommend to the Board a methodology for calculating incentive compensation;
16. monitor and periodically assess the Company's programs and practices for attracting, developing, training, and retaining talented employees at all levels, including succession plans for executive officers for the relevant entities, and employee compensation and benefits;
17. oversee the Company's strategy, reputation and risks regarding human capital management throughout our global businesses;
18. review and approve any perquisites and personal benefit policies or programs available to the Company's executive officers, except to the extent they apply to the Company's employees generally;
19. review compliance by executive officers and directors with Prudential Financial's stock ownership guidelines;
20. receive reports on the personnel policies and procedures of the relevant entities and determine the extent to which the Committee will review and approve any of the foregoing with respect to any subsidiaries of Prudential Financial or Prudential Insurance;

21. oversee the assessment of the risks related to the Company's succession planning, compensation policies and programs applicable to officers and employees, and review the results of the assessment;
22. with respect to Prudential Financial, at least annually, assess whether the work of compensation consultants involved in determining or recommending executive compensation has raised any conflict of interest that is required to be disclosed in the proxy statement and annual report on Form 10-K;
23. perform an annual self-evaluation of the Committee's effectiveness and review, at least annually, the adequacy of its Charter;
24. review this Charter at least annually and recommend any changes to the Board of Prudential Financial, Inc.
25. report regularly to the respective Boards of Directors; and
26. discharge any additional responsibilities as may be specified from time to time by the respective Boards of Directors of Prudential Financial and Prudential Insurance.