

Board of Directors of Prudential Financial, Inc.
Majority Voting Policy
Adopted February 10, 2009

The By-laws of Prudential provide that each director shall be elected by a majority of the votes cast, except that in a contested election a plurality vote standard shall apply. Any incumbent director who does not receive a majority of the votes cast is required to submit his or her resignation to the Board of Directors. The Corporate Governance and Business Ethics Committee will make a recommendation to the Board regarding whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Any incumbent director who does not receive a majority of the votes cast will not participate in the deliberations described above.