

Prudential Financial, Inc.

Annual Meeting of Shareholders Held on May 14, 2019

Final Report of the Inspector of Election

I, the undersigned, duly appointed Inspector of Election at the Annual Meeting of Shareholders (the "Meeting") of Prudential Financial, Inc. (the "Company"), held on May 14, 2019, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held at the Company's corporate headquarters, 751 Broad Street, Newark, New Jersey 07102 at 2:00 pm, local time, on May 14, 2019, pursuant to notice duly given.
- 3) At the close of business on March 15, 2019 the record date for the determination of stockholders entitled to vote at the Meeting, there were outstanding 408,333,715 shares of the Company's Common Stock each share being entitled to one vote, constituting all the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of 304,266,190 shares representing 74.51% of the Company's Common Stock were represented in person or by proxy, constituting a quorum.
- 5) The undersigned canvassed the votes of the stockholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote on the election of thirteen (13) directors to hold office until the 2020 annual meeting and their successors are elected and qualified was as follows:

	<u>For</u>	<u>% For</u>	<u>Against</u>	<u>% Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>Uncast</u>
Thomas J. Baltimore, Jr.	178,524,050	68.25	83,035,878	31.75	1,104,250	41,598,636	3,376
Gilbert F. Casellas	250,111,571	95.63	11,439,147	4.37	1,114,954	41,598,636	1,882
Robert M. Falzon	256,678,026	98.13	4,891,355	1.87	1,095,113	41,598,636	3,060
Mark B. Grier	256,324,174	98.00	5,220,989	2.00	1,119,215	41,598,636	3,176
Martina Hund-Mejean	260,196,563	99.45	1,428,237	0.55	1,040,463	41,598,636	2,291
Karl J. Krapek	248,840,181	95.16	12,665,644	4.84	1,160,238	41,598,636	1,491
Peter R. Lighte	259,125,344	99.08	2,403,415	0.92	1,136,433	41,598,636	2,362
Charles F. Lowrey	244,406,441	93.74	16,327,870	6.26	1,930,815	41,598,636	2,428
George Paz	259,994,533	99.42	1,520,546	0.58	1,150,008	41,598,636	2,467
Sandra Pianalto	258,795,721	98.90	2,871,752	1.10	997,236	41,598,636	2,845
Christine A. Poon	257,281,125	98.34	4,354,107	1.66	1,029,971	41,598,636	2,351
Douglas A. Scovanner	259,933,198	99.40	1,556,379	0.60	1,176,889	41,598,636	1,088
Michael A. Todman	258,124,251	98.69	3,426,244	1.31	1,115,813	41,598,636	1,246

- 7) At the meeting, the vote on the Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2019 was as follows:

<u>For</u>	<u>% For</u>	<u>Against</u>	<u>% Against</u>	<u>Abstain</u>	<u>Uncast</u>
292,025,113	96.27	11,316,469	3.73	923,203	1,405

- 8) At the meeting, the advisory vote to approve named executive officer compensation was as follows:

<u>For</u>	<u>% For</u>	<u>Against</u>	<u>% Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>Uncast</u>
242,419,189	93.13	17,882,959	6.87	2,363,863	41,598,636	1,543

9) At the meeting, the vote on the shareholder proposal regarding the Right to Act by Written Consent was as follows:

<u>For</u>	<u>% For</u>	<u>Against</u>	<u>% Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>Uncast</u>
35,294,770	13.58	224,667,010	86.42	2,701,621	41,598,636	4,153