

## **BRIGHTSPHERE INVESTMENT GROUP INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### Charter

This charter governs the operations of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of BrightSphere Investment Group Inc. (the “**Company**”).

#### Membership

The Committee shall be composed of at least three independent directors.

The independence of the Committee members shall be determined by the Board in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission (the “**SEC**”), Rule 303A.02 of the Listed Company Manual of the New York Stock Exchange (the “**NYSE**”), as amended (the “**NYSE Listed Company Manual**”) and standards adopted by the Board. The Committee members shall satisfy the independence requirements for compensation committee members set forth in the applicable laws, rules and regulations of the SEC and the NYSE. Each member of the Committee shall be “non-employee directors” for purposes of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The Committee members and the chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Committee may form and delegate any of its responsibility, to the extent permitted by applicable laws, rules or regulations and in accordance with the NYSE Listed Company Manual, to subcommittees, as it deems necessary or appropriate in its sole discretion.

#### Meetings

The Committee shall meet as often as it shall determine, but not less frequently than at least two times annually. Except as otherwise provided by the Certificate of Incorporation of the Company, the location and operation of meetings and similar procedural matters relating to the Committee shall, to the extent applicable, be the same as those that relate to meetings of, and procedural matters concerning, the Board. The Committee shall adopt procedures regarding the recording, distribution and approval of minutes of meetings of the Committee.

#### Compensation Consultants

The Committee shall have the authority and may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other independent adviser and the Committee shall be directly responsible for the appointment, compensation and oversight of the work

of any such adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such adviser retained by the Committee and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may invite such advisers to attend meetings of the Committee or to meet with any members of the Committee. The Committee may select an adviser that provides advice to the Committee only after taking into consideration all factors relevant to such adviser's independence from management, including any factors required by the NYSE or the SEC. As part of this analysis, the Committee shall evaluate whether any compensation consultant has any conflict of interest that would require disclosure under the SEC rules.

### Purpose and Responsibilities

The primary purposes of the Committee shall be overseeing the performance and compensation of the Company's executive officers, overseeing the Company's compensation plans, and overseeing the Company's public disclosure relating to compensation, and it shall have responsibilities and authority consistent with Rule 303A.05 of the NYSE Listed Company Manual, and such additional responsibilities and authority as shall be delegated to it by the Board from time to time.

The Committee shall be responsible for:

#### *Oversight of Performance and Compensation of Executive Officers*

- annually reviewing and approving the compensation of each of the executive officers. In determining the long-term incentive component of the chief executive officer and other executive officers' compensation, the Committee shall consider, among other factors, the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, the awards given to the executive officers in past years, and other factors considered relevant by the Committee;
- evaluating executive officer performance with regard to the compensation-related corporate goals and objectives established by the Committee;
- periodically reviewing the composition of a peer group to be used to assess the competitiveness of compensation levels for the executive officers;
- periodically reviewing stock ownership and retention guidelines for executive officers, policies relating to hedging and pledging of shares of the Company and the Company's clawback policy;
- monitoring the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- periodically evaluating and performing a risk assessment of compensation policies and practices for all employees to ensure they do not pose risks that are reasonably likely to have

- a material adverse effect on the Company; and
- adopting a policy governing the grant of awards made under equity-based compensation plans, including the timing of such awards.

#### *Oversight of Equity Compensation Plans and Other Compensation Plans*

- reviewing and administering the equity compensation plans and other compensation plans of the Company, as well as employment, severance and change in control agreements, plans or policies with respect to executive officers, and making recommendations to the Board as to any approval of or changes to such plans or agreements;
- approving performance-based awards and target levels under performance-based compensation arrangements that are subject to Board approval; and
- performing such duties as may be prescribed for the Committee by any governing plan documents.

#### *Disclosures, Proposals and Recommendations to Shareholders*

- preparing, or supervising the preparation of, the Compensation Discussion and Analysis required by the rules of the SEC and recommending to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the Company's annual shareholder meeting;
- preparing, or supervising the preparation of, the report required by Item 407(e)(5) of Regulation S-K for inclusion in the Company's proxy statement;
- recommending to the Board for approval the form and content of any management proposal relating to a shareholder advisory vote to approve the compensation of executive officers and how often such a proposal shall be submitted to shareholders for a vote; and
- recommending to the Board the form and content of any response to shareholder proposals relating to compensation of the executive officers; and considering the results of the most recent shareholder advisory vote on compensation of the executive officers when making decisions related to the compensation of the executive officers.

In addition, the Committee shall review its own performance annually, report regularly to the Board on the Committee's activities and have such other responsibilities as shall be delegated to it by the Board from time to time.

The Committee shall also comply with any rule of the NYSE implementing Rule 10C-1 under the Exchange Act. The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, and the Board shall have sole authority to amend this charter.