

## **BROADRIDGE FINANCIAL SOLUTIONS, INC.**

### **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **I. Purpose**

The primary objectives of the Governance and Nominating Committee (the "Committee") are to assist the Board of Directors of the Company (the "Board") by: (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select a group of Director nominees for each next annual meeting of the Company's stockholders; (ii) ensuring that the Audit, Compensation and Governance and Nominating Committees of the Board shall have the benefit of qualified and experienced "independent" Directors; (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company; and (iv) facilitating the evaluation of the Board.

#### **II. Organization**

The Committee shall consist of three or more Directors, each of whom shall satisfy the independence requirements of Section 10A of the Securities Exchange Act of 1934, the New York Stock Exchange and any other applicable regulatory requirements.

Committee members shall be elected by the Board at the annual organizational meeting of the Board of Directors; members shall serve until their successors shall be duly elected and qualified. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

#### **III. Structure and Meetings**

The Committee will meet at least three times per year. The chairperson of the Governance and Nominating Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. A majority of the Committee shall constitute a quorum. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee, including recommendations of the Committee, where appropriate.

#### **IV. Goals and Responsibilities**

The Committee shall: (i) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate in order to ensure compliance with corporate governance requirements imposed by the New York Stock Exchange, by any law or regulation, and by the Company's charter, by-laws and codes of ethics; (ii) develop policies and periodically review and make recommendations to the Board on the size and composition of the Board; (iii) review possible candidates for Board membership consistent with the Board's criteria for selecting new Directors, including independence and diversity considerations; (iv) in the case of a Director vacancy, recommend to the Board an individual to fill such vacancy through appointment by the Board; (v) perform Board performance evaluations on an annual basis; (vi) annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders; (vii) review and discuss with management the program that management has established to monitor compliance with the Company's Code of Business Conduct and Ethics for Directors, Officers and employees; and (viii) generally advise the Board (as a whole) on corporate governance matters.

Together with the Audit Committee, the Committee will assist the Board in its oversight of legal and regulatory compliance. The Audit Committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting and investor disclosures). As to all other areas of compliance ("non-financial compliance"), the Committee shall have oversight responsibilities in the first instance; however, the two committees shall meet jointly at least annually to review the major non-financial compliance matters, including: overall state of compliance, significant legal or regulatory compliance exposure, and material reports or inquiries from regulators. The Committee shall periodically report to the Board with respect to the effectiveness of the program established to monitor compliance with the Company's Code of Business Conduct and Ethics for Directors, Officers and employees. In the event the Committee becomes aware of matters which in its judgment may affect the Company's financial statements, it shall promptly report such matters to the Audit Committee in order to assist the Audit Committee in its oversight of legal and regulatory matters pertaining to financial compliance.

Together with the Audit Committee, the Committee will review and approve any change or waiver in the Company's Code of Business Conduct and Ethics for Directors, Officers and employees.

The Committee will consider director candidates proposed by stockholders, provided that the stockholder recommendation complies with the Company's by-law provisions requiring that stockholder submissions be submitted to the Company's Corporate Secretary in a timely manner and include the information called for in the Company's by-laws concerning (a) the potential nominee and (b) the person proposing the nomination. The Committee will use the same process for evaluating a stockholder director candidate as it uses for any other potential nominee. The Committee is also responsible for initially assessing whether a candidate would be an independent Director.

The Committee shall also advise the Board on (a) committee member qualifications, (b) committee member appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. The Committee shall maintain and coordinate an orientation program for new Directors and a continuing education program for all Directors, periodically reviewing these programs and updating them as appropriate.

The Committee shall receive reports from and advise management on the Company's environmental, social and governance ("ESG") strategy, policies and programs.

The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee shall perform any other activities consistent with this Charter, the Company's by-laws and governing law as the Committee or the Board deems appropriate.

#### **V. Performance Evaluation**

The Committee shall conduct an annual performance evaluation of itself and shall report to the Board on this evaluation.

#### **VI. Committee Resources**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors, including authority to approve such advisors' fees and other retention terms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve such search firm's fees and other retention terms.

#### **VII. Disclosure of Charter**

This Charter will be made available on the Company's Web site at "[www.broadridge.com](http://www.broadridge.com)."

Last Amended: September 1, 2020