

BROADRIDGE FINANCIAL SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors of Broadridge Financial Solutions, Inc., a Delaware corporation (the “Company”), shall have direct responsibility for the compensation of the Company’s executive officers, including the Company’s Chief Executive Officer (“CEO”), and for equity-based compensation plans, retirement plans, health and welfare plans, and unemployment plans as further provided in this Charter. For this purpose, compensation shall include:

- annual base salary;
- annual incentive opportunity;
- stock option or other equity participation plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, change in control agreements and other similar agreements, in each case as, when and if appropriate;
- any special or supplemental benefits;
- any supplemental pension plans; and
- any other payments to the executive officers that are deemed compensation under applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory body.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the New York Stock Exchange. If at any time the Committee includes a member who is not a “non-employee director” (“Non-Employee Director”) within the meaning of Rule 16b-3 under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), then a subcommittee comprised entirely of at least two individuals who are Non-Employee Directors shall make any equity-based grants to any individual who is subject to liability under Section 16 of the Exchange Act.

If at any time the Committee includes a member who is not an “outside director” (“Outside Director”) for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), then a subcommittee comprised entirely of at least two individuals who are Outside Directors shall take any actions as required for any award intended to qualify for the “performance-based compensation” exception of Section 162(m) of the Code.

III. Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held by conference telephone or other communications equipment in accordance with the General Corporation Law of the State of Delaware.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

- A. Review and approve the Company’s compensation strategy to ensure it is appropriate to continue to attract, retain and motivate senior management and other key employees.
- B. On an annual or periodic basis, assess the competitiveness of the compensation levels of executive officers, the Company’s equity usage and other executive compensation practices based on an appropriate peer group and/or survey data. For conducting such assessments, review and approve the peer group companies and target market positioning.
- C. On an annual or periodic basis, assess the competitiveness of the director compensation program and levels and recommend changes to the Board as appropriate.
- D. Review the risks associated with the Company’s compensation programs to ensure their design mitigates risk without diminishing the incentive nature of the

compensation, and to assist the Board in determining whether the Company's compensation programs involve risks that are reasonably likely to have a material adverse effect on the Company.

- E. On an annual basis, review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In evaluating, determining and approving the long-term incentive component of CEO compensation, the Committee will also consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO's compensation.
- F. On an annual basis, review and approve the compensation of all other executive officers of the Company. In connection therewith, the Committee shall seek to ensure that senior executives are compensated effectively and in a manner consistent with the Company's compensation strategy, internal considerations, competitive factors and applicable regulatory requirements.
- G. Review, evaluate and make recommendations to the Board with respect to the Company's incentive compensation plans for executive officers, equity-based plans and supplemental pension plans. With respect to each such plan, the Committee shall have responsibility for:
 - 1. administering any employee stock ownership plan;
 - 2. selecting and defining the performance metrics and setting the performance targets under all annual bonus plans for executive officers and long-term incentive compensation plans as appropriate;
 - 3. certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or delivery of any executive award granted under any such plan(s);
 - 4. approving any equity awards under such plans or, in the case of equity awards made to associates who are not executive officers, delegating authority to the CEO to approve off annual cycle equity awards subject to the conditions and limitations set forth in such delegation, provided the Committee is presented with a summary report of any such awards granted at its regularly scheduled meetings; and

5. granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers, including stock options and other equity rights (e.g., restricted stock, stock purchase rights).

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

- H. Amend retirement plans, health and welfare plans, and unemployment plans at any time by vote at a meeting, by execution of the appropriate amendment or by such other means as deemed appropriate and in accordance with the General Corporation Law of the State of Delaware, except as that authority may be delegated to management to make certain amendments to such plans.
- I. Establish and appoint members of a Retirement Committee and a Health and Welfare Committee and delegate certain amendment authority (i) for the retirement plans and unemployment plans to such Retirement Committee and (ii) for the health and welfare plans to such Health and Welfare Committee, including authority to approve certain amendments to such plans, in accordance with the authority delegated to the Committee by the Board of Directors of the Company.
- J. Review and approve any employment agreement or transaction, hiring, retention or termination arrangement with an executive officer of the Company.
- K. Establish and periodically review policies concerning perquisites and executive benefits that are not available on a broad basis to employees generally.
- L. Determine and approve the Company's policy with respect to change of control payments.
- M. Annually, review the stock ownership levels of senior management and directors and monitor compliance with the Company's Executive and Director Stock Ownership and Holding Guidelines.
- N. With respect to awards intended to qualify for an exemption under Section 162(m) of the Code, take all appropriate actions to comply with the exemption. The Compensation Committee reserves the right to award and pay compensation to the Company's executive officers or to "covered employees" (as such term is defined in Section 162(m) of the Code) that is not deductible under 162(m) under the Code.
- O. Review and make recommendations to the Board with respect to executive officer and director indemnification and insurance matters.

- P. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
- Q. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC. Review and discuss with management the Company's Compensation Discussion and Analysis ("CDA"). Recommend to the Board whether such compensation disclosures and CDA should be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
- R. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the SEC.
- S. Review and recommend to the Board the Company's submissions to shareholders on executive compensation matters, including with respect to advisory votes on executive compensation and the frequency of such votes. In addition, consider the results of shareholder advisory votes on executive compensation matters and determine whether changes to the Company's executive compensation policies, practices and plans may be warranted as a result of any such vote.
- T. Administer the Company's Clawback Policy.
- U. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
- V. Review its own performance annually.
- W. Report regularly to the Board.
- X. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Nothing in this Charter shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

The responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V. Resources

The Committee may, in its sole discretion, retain, terminate or obtain the advice of a compensation consultant, independent legal counsel or other adviser to assist the Committee in carrying out its responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee and for the ordinary administrative expenses of the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- A. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- B. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- C. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- D. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- E. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- F. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting or to meet with any members of, or advisors or consultants to, the Committee.

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