

# Earnings Webcast & Conference Call

## Third Quarter Fiscal Year 2013



**Broadridge**<sup>®</sup>

© 2013 Broadridge Financial Solutions, Inc.  
Broadridge and the Broadridge logo are registered trademarks of Broadridge Financial Solutions, Inc.

May 7, 2013

## Forward-Looking Statements

This presentation and other written or oral statements made from time to time by representatives of Broadridge may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, and which may be identified by the use of words like “expects,” “assumes,” “projects,” “anticipates,” “estimates,” “we believe,” “could be” and other words of similar meaning, are forward-looking statements. In particular, information appearing in the “Fiscal Year 2013 Financial Guidance” section are forward-looking statements. These statements are based on management’s expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. These risks and uncertainties include those risk factors discussed in Part I, “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the “2012 Annual Report”), as they may be updated in any future reports filed with the Securities and Exchange Commission. All forward-looking statements speak only as of the date of this presentation and are expressly qualified in their entirety by reference to the factors discussed in the 2012 Annual Report. These risks include: the success of Broadridge in retaining and selling additional services to its existing clients and in obtaining new clients; Broadridge’s reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge’s services with favorable pricing terms; changes in laws and regulations affecting the investor communication services provided by Broadridge; declines in participation and activity in the securities markets; overall market and economic conditions and their impact on the securities markets; any material breach of Broadridge security affecting its clients’ customer information; the failure of Broadridge’s outsourced data center services provider to provide the anticipated levels of service; any significant slowdown or failure of Broadridge’s systems or error in the performance of Broadridge’s services; Broadridge’s failure to keep pace with changes in technology and demands of its clients; Broadridge’s ability to attract and retain key personnel; the impact of new acquisitions and divestitures; and competitive conditions. Broadridge disclaims any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

## Non-GAAP Financial Measures

In certain circumstances, results have been presented that are not generally accepted accounting principles measures (“Non-GAAP”) and should be viewed in addition to, and not as a substitute for, the Company’s reported results. Net earnings, diluted earnings per share and pre-tax earnings margins excluding Acquisition Amortization and Other Costs and Restructuring and Impairment Charges are Non-GAAP measures. These measures are adjusted to exclude costs incurred by the Company in connection with amortization and other charges associated with the Company’s acquisitions, and the termination of the Penson outsourcing services agreement, as Broadridge believes this information helps investors understand the effect of these items on reported results and provides a better representation of our actual performance. Free cash flow is a Non-GAAP measure and is defined as cash flow from operating activities, less capital expenditures and purchases of intangibles. Management believes this Non-GAAP measure provides investors with a more complete understanding of Broadridge’s underlying operational results. These Non-GAAP measures are indicators that management uses to provide additional meaningful comparisons between current results and prior reported results, and as a basis for planning and forecasting for future periods. Accompanying this presentation is a reconciliation of Non-GAAP measures to the comparable GAAP measures.

## Use of Material Contained Herein

The information contained in this presentation is being provided for your convenience and information only. This information is accurate as of the date of its initial presentation. If you plan to use this information for any purpose, verification of its continued accuracy is your responsibility. Broadridge assumes no duty to update or revise the information contained in this presentation. You may reproduce information contained in this presentation provided you do not alter, edit, or delete any of the content and provided you identify the source of the information as Broadridge Financial Solutions, Inc., which owns the copyright.

Broadridge and the Broadridge logo are registered trademarks of Broadridge Financial Solutions, Inc.



# Today's Agenda

- Opening Remarks and Other Key Topics  
Rich Daly, CEO
- Third Quarter and YTD 2013 Highlights and Segment Results  
Dan Sheldon, CFO
- Summary  
Rich Daly, CEO
- Q&A  
Rich Daly, CEO  
Dan Sheldon, CFO
- Closing Remarks  
Rich Daly, CEO

# Opening Remarks

## ➤ Key Topics:

- Financial Highlights
- Closed Sales Performance

# Financial Highlights

## ➤ Solid Revenue Growth

- Total revenues and recurring revenues were up 5% for the quarter
  - Primarily due to net new business (closed sales less client losses)
  - Event-driven activity was slightly positive
  - Equity positions grew +7%, while equity trade volumes remained challenging at -2%
- Year-to-date total and recurring revenues were up 4%

## ➤ Non-GAAP diluted earnings per share (EPS) growing for the quarter and YTD

- Third quarter Non-GAAP diluted EPS of \$0.39 was up 22%
- YTD Non-GAAP diluted EPS of \$0.74 was up 14%
- Primarily due to higher revenues and cost containment

## ➤ YTD opportunistically repurchased ~6M shares or ~5% of diluted shares outstanding

- Third quarter opportunistically repurchased 2M shares at an average cost of \$22.73 per share
- Board authorized an additional 6M shares for repurchase
- Approximately 10M shares available under share repurchase plans

## ➤ Reaffirming fiscal year 2013 guidance

- 4-7% recurring revenue growth (3-4% total revenue growth)
- \$1.60-1.70 GAAP diluted EPS
- \$1.76-1.86 Non-GAAP diluted EPS

## ➤ We believe we are well positioned for FY14 and beyond

# Closed Sales Performance

- Recurring revenue closed sales were up ~50% for the quarter
  - No large transactions of >\$5M
  - Transactions of <\$5M:
    - ICS recurring revenue closed sales were \$15M vs. \$10M in prior quarter
    - SPS recurring revenue closed sales were \$9M vs. \$6M in prior quarter
- Year-to-date recurring revenue closed sales were down ~26%
  - Primarily due to longer than anticipated sales cycles for large transactions
  - Excluding large transactions, closed sales were at the same level as previous YTD
- Pipeline remains robust
  - Continued progress on pending large transactions
- Reaffirming fiscal year 2013 recurring revenue closed sales guidance of \$110-150M
  - Achievement requires closing at least one of the large pending transactions

# Key Financial Drivers and Free Cash Flow

Historical CAGR (FY07-FY12)		3Q FY13	3Q YTD FY13	Actual FY12	Forecast FY13
2%	<b>Total Revenue Growth</b>	5%	4%	6%	3-4%
3%	<b>Closed Sales</b> (Recurring)	6%	4%	3%	4-5%
<u>(2%)</u>	<b>Client Losses</b>	<u>(1%)</u>	<u>(1%)</u>	<u>(1%)</u>	<u>(1%)</u>
1%	<b>Net New Business</b>	5%	3%	2%	3-4%
1%	<b>Internal Growth</b> <sup>(a)</sup>	(2%)	(1%)	1%	0%
2%	<b>Acquisitions</b>	0%	0%	3%	0%
<b>4%</b>	<b>Total Recurring</b>	<b>3%</b>	<b>2%</b>	<b>6%</b>	<b>3-4%</b>
(1%)	<b>Event-Driven</b> <sup>(b)</sup>	0%	0%	0%	0%
(1%)	<b>Distribution</b> <sup>(c)</sup>	2%	2%	0%	0%
0%	<b>FX/Other</b>	(0%)	(0%)	0%	0%
	<b>EBIT Margin</b> (Non-GAAP)	13.0%	8.9%	13.9%	14.9 - 15.7%
	<b>Tax Rate</b> (Non-GAAP)	35.9%	36.0%	35.6%	37.0%
	<b>Free Cash Flow</b> <sup>(d)</sup> (Non-GAAP)		\$37M	\$244M	\$196-249M

(a) Internal Growth includes SPS Equity & Fixed Income Trades, ICS Equity & Mutual Fund Stock Record Growth, Transaction Reporting and Time & Materials

(b) Event-Driven includes ICS Proxy Contest/Specials, Mutual Fund Proxy and Marketing Communications

(c) Distribution includes pass-through fees from Matrix

(d) Guidance does not take into consideration the effect of any future acquisitions, additional debt and/or share repurchases

# Segment Results & Forecast – Investor Communication Solutions

	Revenue/Growth	EBIT/Growth (Non-GAAP)	Margin/Growth (Non-GAAP)
Q3:	\$404M / 8%	\$51M / 38%	12.6% / 270 bps
Q3 YTD:	\$1,071M / 7%	\$95M / 69%	8.8% / 320 bps
FY13:	\$1,695 to 1,707M / 4%	\$291 to 299M / 20 to 23%	17.2 to 17.5% / 230 to 260 bps

- FY13 revenue and margin guidance remains on track
  - Recurring fee revenue growth YTD of 8% was driven primarily by net new business
  - Position growth in-line with expectations as YTD activities represent only ~25% of full year
  - Expecting over \$200M in equity proxy revenues in Q4 of FY13
  - Client revenue retention levels maintained at ~99%
- Recurring revenue closed sales range for FY13 remains \$50-70M
- YTD event-driven fee revenue 7% ahead of previous year. Full year event-driven fee revenue guidance remains ~\$130M
- Full year margins still expected to increase 230-260 bps

# Segment Results & Forecast – Securities Processing Solutions

	Revenue/Growth	EBIT/Growth (Non-GAAP)	Margin/Growth (Non-GAAP)
Q3:	\$170M / 0%	\$29M / +16%	16.9% / +230 bps
Q3 YTD:	\$487M / 0%	\$58M / (20)%	11.9% / (300) bps
FY13:	\$658 to 683M / 0 to +4%	\$79 to 102M / (13) to +12%	12.0 to 15.0% / (190) to +110 bps

- FY13 revenue and margin guidance remains on track - business is growing
  - Net new business is building each quarter- ~\$65M backlog
    - Recurring revenue closed sales range for FY13 remains \$60-80M
    - Client revenue retention rate at ~98%
  - Equity trade volumes down 2%
- High and low guidance range still dependent on trade volumes
- Full year margins are expected to be impacted by revenue mix, internal trade volumes and planned increase in systems investments (e.g. TARP development)

# Summary

- Solid operating results year-to-date
  - Recurring fee revenue continues to grow
  - Closed sales pipeline robust
- Strong Foundation for Growth
  - Diverse and well positioned products and services
  - Service profit chain culture built on strong values
  - High brand recognition and trust
  - ICS strong value creator
  - SPS on solid foundation
  - Vigilant on operating efficiency
- Strong client revenue retention rate of ~99%
- Reaffirming fiscal year 2013 guidance
  - 4-7% recurring revenue growth (3-4% total revenue growth)
  - \$1.60-1.70 GAAP diluted EPS
  - \$1.76-1.86 Non-GAAP diluted EPS
- We believe we are well positioned for FY14 and beyond

# Q&A

***There are no slides during this portion of the presentation***

# Closing Comments

***There are no slides during this portion of the presentation***

# Appendix

## Segment Results & Forecast – Other & Foreign Exchange (FX)

	3Q13	YTD 3Q13	FY13 Range	
			Low	High
Corporate Expenses	\$(8)M	\$(23)M	\$(30)M	\$(37)M
Interest Expense, net	\$(4)M	\$(11)M	\$(17)M	\$(21)M
FX - P&L - Revenue	\$3M	\$8M	\$13M	\$13M
- EBIT	\$4M	\$11M	\$14M	\$14M
- Transaction Activity	\$0M	\$(1)M	\$(1)M	\$(1)M
<b>Restructuring Charges</b>	<b>\$(4)M</b>	<b>\$(8)M</b>	<b>\$(10)M</b>	<b>\$(10)M</b>

- **Corporate Expenses:** YTD results as expected and in line with full year guidance range
- **Interest Expense, net:** FY13 reflects higher average debt balance and refinancing of our credit facilities
- **Restructuring Charges:** FY13 transition costs related to the termination of the Person outsourcing services agreement including shutdown costs

# Broadridge FY13 Q3 and YTD from Continuing Operations

Revenue			
FY12 Q3	FY13 Q3	FY12 YTD Q3	FY13 YTD Q3
\$374	\$404	\$1,004	\$1,071
1%	8%	7%	7%
\$169	\$170	\$489	\$487
10%	0%	11%	0%
\$543	\$574	\$1,493	\$1,558
4%	6%	8%	4%
\$0	\$0	\$0	\$0
\$3	\$3	\$10	\$8
\$547	\$577	\$1,503	\$1,566
4%	5%	8%	4%

ICS  
◀ Growth % / Margin % ▶

SPS  
◀ Growth % / Margin % ▶

**Total Segments  
Margin %**

Other <sup>(a)</sup>  
FX <sup>(b)</sup>

**Total Broadridge (Non-GAAP) <sup>(a)</sup>**  
◀ Growth % / Margin % ▶

Interest & Other  
Acquisition Amortization and Other Costs <sup>(c)</sup>

**Total EBT (Non-GAAP) <sup>(d)</sup>**  
Margin %

Income taxes <sup>(a)</sup>  
Tax Rate

**Total Net Earnings (Non-GAAP) <sup>(d)</sup>**  
Margin %

Acquisition Amortization and Other Costs <sup>(c)</sup>  
Restructuring and Impairment Charges <sup>(e)</sup>

IBM Migration costs  
**Non-GAAP Items (Net of Taxes)**

**Total Net Earnings (GAAP)**  
Margin %

**Diluted Shares**

**Diluted EPS (Non-GAAP) <sup>(d)</sup>**  
**Diluted EPS (GAAP)**

Earnings			
FY12 Q3	FY13 Q3	FY12 YTD Q3	FY13 YTD Q3
\$37	\$51	\$56	\$95
9.9%	12.6%	5.6%	8.8%
\$25	\$29	\$73	\$58
14.6%	16.9%	14.9%	11.9%
\$62	\$80	\$129	\$153
11.4%	13.9%	8.6%	9.8%
(\$4)	(\$8)	(\$17)	(\$23)
\$3	\$4	\$8	\$10
\$60	\$75	\$120	\$140
11.1%	13.0%	8.0%	8.9%
(\$3)	(\$4)	(\$10)	(\$11)
\$7	\$6	\$20	\$17
\$64	\$77	\$130	\$146
11.7%	13.4%	8.6%	9.3%
(\$23)	(\$28)	(\$47)	(\$53)
37.2%	35.9%	36.6%	36.0%
\$41	\$50	\$83	\$94
7.4%	8.6%	5.5%	6.0%
(\$4)	(\$4)	(\$12)	(\$11)
(\$14)	(\$2)	(\$21)	(\$5)
(\$4)	\$0	(\$8)	\$0
(\$23)	(\$6)	(\$41)	(\$16)
\$18	\$43	\$42	\$78
3.3%	7.5%	2.8%	5.0%
128.4	125.0	127.4	125.9
\$0.32	\$0.39	\$0.65	\$0.74
\$0.14	\$0.35	\$0.33	\$0.62

(a) FY12 Q3 excludes IBM Migration costs of \$8M (after tax \$4M, or \$0.03 EPS impact). FY12 YTD Q3 excludes IBM Migration costs of \$13M (after tax \$8M, or \$0.06 EPS impact).

FY12 Q3 excludes Restructuring and Impairment Charges of \$22M (after tax \$14M, or \$0.11 EPS impact). FY12 Q3 YTD and excludes Restructuring and Impairment Charges of \$32M (after tax \$21M, or \$0.16 EPS impact).

FY13 Q3 excludes Restructuring Charges of \$4M (after tax \$2M, or \$0.02 EPS impact). FY13 Q3 YTD excludes Restructuring Charges of \$8M (after tax \$5M, or \$0.04 EPS impact).

(b) Includes impacts of FX P&L and FX transaction activity.

(c) Represents amortization charges associated with intangible asset values as well as other deal costs associated with the Company's acquisitions.

(d) FY12 Q3 excludes Acquisition Amortization and Other Costs of \$7M (after tax \$4M or \$0.04 EPS impact), IBM Migration costs of \$6M (after tax \$4M, or \$0.03 EPS impact) and Restructuring and Impairment Charges of \$22M (after tax \$14M, or \$0.11 EPS impact)

FY12 YTD Q3 excludes Acquisition Amortization and Other Costs of \$20M (after tax \$13M or \$0.10 EPS impact), IBM Migration costs of \$13M (after tax \$8M, or \$0.06 EPS impact) and Restructuring and Impairment Charges of \$32M (after tax \$21M, or \$0.16 EPS impact).

FY13 Q3 excludes Acquisition Amortization and Other Costs of \$6M (after tax \$4M or \$0.02 EPS impact) and Restructuring Charges of \$4M (after tax \$2M, or \$0.02 EPS impact).

FY13 YTD Q3 excludes Acquisition Amortization and Other Costs of \$17M (after tax \$11M or \$0.08 EPS impact) and Restructuring Charges of \$8M (after tax \$5M, or \$0.04 EPS impact).

(e) FY13 Q3 and FY13 YTD Q3 represents transition costs related to termination of the Pension agreement including shutdown costs.

FY12 Q3 and FY12 Q3 YTD represents Pension OTTI charge and note receivable impairment charge.

# Broadridge FY13 Guidance from Continuing Operations

Revenue			
FY12 Actual	FY13 Range		
	Low	High	
\$1,634	\$1,695	\$1,707	
5%	4%	4%	
\$655	\$658	\$683	
10%	0%	4%	
<b>\$2,290</b>	<b>\$2,353</b>	<b>\$2,390</b>	
6%	3%	4%	
\$0	\$0	\$0	
\$13	\$13	\$13	
<b>\$2,304</b>	<b>\$2,366</b>	<b>\$2,403</b>	
6%	3%	4%	

Recurring Closed Sales			
Segments	FY13 Range		
	Low	High	
ICS	\$50	\$70	
SPS	\$60	\$80	
<b>Total</b>	<b>\$110</b>	<b>\$150</b>	

(\$ in millions)

ICS  
◀ Growth % / Margin % ▶  
SPS  
◀ Growth % / Margin % ▶  
**Total Segments**  
**Margin %**

Other <sup>(a)</sup>  
FX <sup>(b)</sup>

**Total Broadridge (Non-GAAP) <sup>(a)</sup>**  
◀ Growth % / Margin % ▶

Interest & Other  
Acquisition Amortization and Other Costs <sup>(c)</sup>

**Total EBT (Non-GAAP) <sup>(d)</sup>**  
**Margin %**

Income taxes <sup>(d)</sup>  
Tax Rate

**Total Net Earnings (Non-GAAP) <sup>(d)</sup>**  
**Margin %**

Acquisition Amortization and Other Costs <sup>(c)</sup>  
Restructuring and Impairment Charges <sup>(e)</sup>  
IBM Migration costs

**Non-GAAP Items (Net of Taxes)**

**Total Net Earnings (GAAP)**  
**Margin %**

**Diluted Shares**  
**Diluted EPS (Non-GAAP) <sup>(d)</sup>**  
**Diluted EPS (GAAP)**

Earnings			
FY12 Actual	FY13 Range		
	Low	High	
\$243	\$291	\$299	
14.9%	17.2%	17.5%	
\$91	\$79	\$102	
13.9%	12.0%	15.0%	
<b>\$334</b>	<b>\$370</b>	<b>\$401</b>	
14.6%	15.7%	16.8%	
(\$28)	(\$30)	(\$37)	
\$14	\$13	\$13	
<b>\$319</b>	<b>\$353</b>	<b>\$377</b>	
13.9%	14.9%	15.7%	
(\$13)	(\$17)	(\$21)	
\$25	\$22	\$22	
<b>\$331</b>	<b>\$358</b>	<b>\$378</b>	
14.4%	15.1%	15.7%	
(\$118)	(\$133)	(\$140)	
35.6%	37.0%	37.0%	
<b>\$213</b>	<b>\$226</b>	<b>\$238</b>	
9.3%	9.5%	9.9%	
(\$15)	(\$14)	(\$14)	
(\$58)	(\$6)	(\$6)	
(\$15)	\$0	\$0	
<b>(\$88)</b>	<b>(\$20)</b>	<b>(\$20)</b>	
<b>\$125</b>	<b>\$205</b>	<b>\$218</b>	
5.4%	8.7%	9.1%	
128	128	128	
\$1.67	\$1.76	\$1.86	
\$0.98	\$1.60	\$1.70	

(a) FY12 excludes IBM Migration costs of \$25M (after tax \$15M, or \$0.12 EPS impact) and Restructuring and Impairment Charges of \$81M (after tax \$58M, or \$0.45 EPS impact). FY13 guidance excludes Restructuring and Impairment Charges of \$10M (after tax \$6M, or \$0.05 EPS impact).

(b) Includes impacts of FX P&L and FX Transaction Activity.

(c) Represents amortization charges associated with intangible asset values as well as other deal costs associated with the Company's acquisitions.

(d) FY12 excludes Acquisition Amortization and Other Costs of \$25M (after tax \$15M or \$0.12 EPS impact), IBM Migration costs of \$25M (after tax \$15M, or \$0.12 EPS impact) and Restructuring and Impairment Charges of \$81M (after tax \$58M, or \$0.45 EPS impact). FY13 guidance excludes Acquisition Amortization and Other Costs of \$22M (after tax \$14M or \$0.11 EPS impact) and Restructuring and Impairment Charges of \$10M (after tax \$6M, or \$0.05 EPS impact).

(e) FY12 represents Pension deferred client conversion and startup costs, other than temporary impairment charges, shutdown costs, cancellation of the note receivable, less the elimination of the obligation to pay or credit Pension fees. FY13 represents transition costs related to termination of the Pension agreement including shutdown costs.

\* Guidance does not take into consideration the effect of any future acquisitions, additional debt and/or share repurchases.

# Cash Flow –YTD FY13 Results and FY13 Forecast

	Nine Months Ended March 2013	Free Cash Flow - Non-GAAP Unaudited (\$ millions)	
		FY13 Range (a)	
		Low	High
<b>Free Cash Flow (Non-GAAP) :</b>			
<b>Net earnings from continuing operations (GAAP)</b>	\$ 78	\$ 205	\$ 218
Depreciation and amortization (includes other LT assets)	71	95	105
Stock-based compensation expense	21	31	31
Other	3	(5)	5
Subtotal	173	326	359
Working capital changes	(41)	(15)	(15)
Long-term assets & liabilities changes	(59)	(60)	(50)
<b>Net cash flow provided by continuing operating activities</b>	<b>73</b>	<b>251</b>	<b>294</b>
Cash Flows From Investing Activities			
Capital expenditures & software purchases	(36)	(55)	(45)
<b>Free cash flow (Non-GAAP)</b>	<b>\$ 37</b>	<b>\$ 196</b>	<b>\$ 249</b>
<b><u>Cash Flows From Other Investing and Financing Activities</u></b>			
Stock repurchases net of options proceeds	(111)	(111)	(111)
Dividends paid	(64)	(86)	(86)
Other	-	(5)	5
Net change in cash and cash equivalents	(138)	(6)	57
Cash and cash equivalents, at the beginning of year	321	321	321
<b>Cash and cash equivalents, at the end of period</b>	<b>\$ 182</b>	<b>\$ 315</b>	<b>\$ 378</b>

(a) Guidance does not take into consideration the effect of any future acquisitions, additional debt and/or share repurchases.

# Recurring Closed Sales to Revenue Contribution

## Recurring Closed Sales to Revenue

(\$ in millions)

	Closed Sales Forecast FY13	Revenue Contribution <sup>(a)</sup> Forecast FY13	Backlog <sup>(b)</sup> Forecast FY13
<b><u>ICS</u></b> ~Contribution to revenue growth	\$50-70	~\$50-60 ~3%	~\$35-45
<b><u>SPS</u></b> ~Contribution to revenue growth	\$60-80	~\$40-50 6-8%	~\$85-105
<b>Total Recurring Closed Sales</b> ~Contribution to revenue growth	<b>\$110-150</b>	<b>~\$90-110</b> 4-5%	<b>~\$120-150</b>

<sup>(a)</sup> Revenue from current year and prior year Closed Sales.

<sup>(b)</sup> Closed Sales expected to convert to revenue in future years.

# Revenues and Closed Sales FY07-FY13

(\$ in millions)									Forecast
Recurring Fee Revenues		FY07	FY08	FY09	FY10	FY11	FY12	CAGR	FY13
<b>ICS</b>		\$ 529	\$ 567	\$ 594	\$ 632	\$ 720	\$ 798	9%	\$862-874
<i>Growth</i>		3%	7%	5%	6%	14%	11%		8-10%
<b>SPS</b>		\$ 527	\$ 534	\$ 559	\$ 536	\$ 594	\$ 655	4%	\$658-683
<i>Growth</i>		11%	1%	5%	-4%	11%	10%		0-4%
<b>Total Recurring Fee Revenues</b>		\$ 1,056	\$ 1,101	\$ 1,153	\$ 1,168	\$ 1,313	\$ 1,453	7%	\$1,520-1,557
<i>Growth</i>		7%	4%	5%	1%	12%	11%		4-7%
<b>Event-Driven</b>		\$ 203	\$ 200	\$ 180	\$ 257	\$ 135	\$ 132	-8%	~\$129
<i>Growth</i>		33%	-1%	-10%	43%	-47%	-2%		-2%
<b>Distribution</b>		\$ 821	\$ 808	\$ 757	\$ 781	\$ 704	\$ 704	-3%	~\$704
<i>Growth</i>		12%	-2%	-6%	3%	-10%	0%		0%
<b>Other/ FX</b>		\$ (12)	\$ 22	\$ (17)	\$ 4	\$ 14	\$ 14		~\$13
<b>Total Revenues</b>		\$ 2,068	\$ 2,131	\$ 2,072	\$ 2,209	\$ 2,167	\$ 2,304	2%	\$2,366-2,403
<i>Growth</i>		12%	3%	-3%	7%	-2%	6%		3-4%
<b>Recurring Closed Sales</b>		\$ 63	\$ 82	\$ 95	\$ 119	\$ 113	\$ 120	14%	\$110-150
<i>Growth</i>		-32%	30%	16%	25%	-5%	6%		-8-+25%

(\$ in millions)									Forecast
Event-Driven Fee Revenues <sup>(a)</sup>		FY07	FY08	FY09	FY10	FY11	FY12	CAGR	FY13
Mutual Fund Proxy		\$ 79	\$ 92	\$ 55	\$ 150	\$ 39	\$ 28	-19%	\$27
Mutual Fund Supplemental		\$ 51	\$ 49	\$ 58	\$ 48	\$ 44	\$ 47	-2%	\$46
Contest/ Specials/ Other Communications		\$ 73	\$ 59	\$ 67	\$ 59	\$ 52	\$ 57	-5%	\$56
<b>Total Event-Driven Fee Revenues</b>		\$ 203	\$ 200	\$ 180	\$ 257	\$ 135	\$ 132	-8%	\$129
<i>Growth</i>		33%	-1%	-10%	43%	-47%	-2%		-2%
<b>Recurring Distribution Revenues <sup>(b)</sup></b>		\$ 593	\$ 580	\$ 567	\$ 564	\$ 573	\$ 597	0%	~\$597
<i>Growth</i>		6%	-2%	-2%	-1%	2%	4%		0%
<b>ED Distribution Revenues <sup>(b)</sup></b>		\$ 228	\$ 228	\$ 190	\$ 217	\$ 131	\$ 107	-14%	~\$107
<i>Growth</i>		35%	0%	-17%	14%	-39%	-18%		0%
<b>Total Distribution Revenues</b>		\$ 821	\$ 808	\$ 757	\$ 781	\$ 704	\$ 704	-3%	~\$704
<i>Growth</i>		12%	-2%	-6%	3%	-10%	0%		0%

(a) Includes reclassification of Pre-sale Fulfillment from event-driven revenues to recurring revenues.

(b) Includes reclassification of Pre-sale Fulfillment related distribution revenues and Matrix pass-through administrative services from event-driven revenues to recurring revenues.

# Reconciliation of Non-GAAP to GAAP Measures

Reconciliation of EPS Guidance	3Q12 Actual	3Q13 Actual	YTD12 Actual	YTD13 Actual	FY10 Actual	FY11 Actual	FY12 Actual	FY13 Range	
								Low	High
<b>Guidance Provided in August 2012 - Diluted EPS (Non-GAAP)</b>	<b>\$0.28</b>	<b>\$0.37</b>	<b>\$0.55</b>	<b>\$0.66</b>	<b>\$1.56</b>	<b>\$1.37</b>	<b>\$1.55</b>	<b>\$1.65</b>	<b>\$1.75</b>
Acquisition Amortization and Other Costs	\$0.04	\$0.02	\$0.10	\$0.08	\$0.04	\$0.10	\$0.12	0.11	0.11
<b>Current Guidance - Diluted EPS (Non-GAAP)</b>	<b>\$0.32</b>	<b>\$0.39</b>	<b>\$0.65</b>	<b>\$0.74</b>	<b>\$1.60</b>	<b>\$1.47</b>	<b>\$1.67</b>	<b>\$1.76</b>	<b>\$1.86</b>
Acquisition Amortization and Other Costs	(\$0.04)	(\$0.02)	(\$0.10)	(\$0.08)	(\$0.04)	(\$0.10)	(\$0.12)	(0.11)	(0.11)
Restructuring and Impairment Charges	(\$0.11)	(\$0.02)	(\$0.16)	(\$0.04)	\$0.00	\$0.00	(\$0.45)	(0.05)	(0.05)
IBM Migration costs	(\$0.03)	\$0.00	(\$0.06)	\$0.00	\$0.00	(\$0.03)	(\$0.12)	0.00	0.00
One-time recognition of deferred tax assets	\$0.00	\$0.00	\$0.00	\$0.00	\$0.06	\$0.00	\$0.00	0.00	0.00
<b>Current Guidance - Diluted EPS (GAAP)</b>	<b>\$0.14</b>	<b>\$0.35</b>	<b>\$0.33</b>	<b>\$0.62</b>	<b>\$1.62</b>	<b>\$1.34</b>	<b>\$0.98</b>	<b>\$1.60</b>	<b>\$1.70</b>

Reconciliation of EBT Guidance (a)	3Q12 Actual	3Q13 Actual	YTD12 Actual	YTD13 Actual	FY10 Actual	FY11 Actual	FY12 Actual	FY13 Range	
(\$ in millions)								Low	High
<b>Prior Guidance - Total EBT (Non-GAAP)</b>	<b>\$57</b>	<b>\$72</b>	<b>\$110</b>	<b>\$129</b>	<b>\$342</b>	<b>\$276</b>	<b>\$306</b>	<b>\$336</b>	<b>\$356</b>
Margin %	10.4%	12.4%	7.3%	8.2%	15.5%	12.7%	13.3%	14.2%	14.8%
<b>Acquisition Amortization and Other Costs</b>	<b>\$7</b>	<b>\$6</b>	<b>\$20</b>	<b>\$17</b>	<b>\$8</b>	<b>\$19</b>	<b>\$25</b>	<b>\$22</b>	<b>\$22</b>
<b>Current Guidance - Total EBT (Non-GAAP)</b>	<b>\$64</b>	<b>\$77</b>	<b>\$130</b>	<b>\$146</b>	<b>\$350</b>	<b>\$295</b>	<b>\$331</b>	<b>\$358</b>	<b>\$378</b>
Margin %	11.7%	13.4%	8.6%	9.3%	15.9%	13.6%	14.4%	15.1%	15.7%
<b>Acquisition Amortization and Other Costs</b>	<b>(\$7)</b>	<b>(\$6)</b>	<b>(\$20)</b>	<b>(\$17)</b>	<b>(\$8)</b>	<b>(\$19)</b>	<b>(\$25)</b>	<b>(\$22)</b>	<b>(\$22)</b>
<b>Restructuring and Impairment Charges</b>	<b>(\$23)</b>	<b>(\$4)</b>	<b>(\$32)</b>	<b>(\$8)</b>	<b>\$0</b>	<b>\$0</b>	<b>(\$81)</b>	<b>(\$10)</b>	<b>(\$10)</b>
<b>IBM Migration costs</b>	<b>(\$6)</b>	<b>\$0</b>	<b>(\$13)</b>	<b>\$0</b>	<b>\$0</b>	<b>(\$6)</b>	<b>(\$25)</b>	<b>\$0</b>	<b>\$0</b>
<b>Total EBT (GAAP)</b>	<b>\$29</b>	<b>\$68</b>	<b>\$66</b>	<b>\$121</b>	<b>\$342</b>	<b>\$270</b>	<b>\$201</b>	<b>\$326</b>	<b>\$346</b>
Margin %	5.3%	11.7%	4.4%	7.7%	15.5%	12.4%	8.7%	13.8%	14.4%

(a) Details may not sum to totals due to rounding

Free Cash Flow (Non-GAAP) :	Free Cash Flow - Non-GAAP Unaudited (\$ millions)			
	Nine Months Ended March 2013	FY13 Range (a)		
		Low	High	
<b>Net earnings from continuing operations (GAAP)</b>	\$ 78	\$ 205	\$ 218	
Depreciation and amortization (includes other LT assets)	71	95	105	
Stock-based compensation expense	21	31	31	
Other	3	(5)	5	
Subtotal	173	326	359	
Working capital changes	(41)	(15)	(15)	
Long-term assets & liabilities changes	(59)	(60)	(50)	
<b>Net cash flow provided by continuing operating activities</b>	<b>73</b>	<b>251</b>	<b>294</b>	
Cash Flows From Investing Activities				
Capital expenditures & software purchases	(36)	(55)	(45)	
<b>Free cash flow (Non-GAAP)</b>	<b>\$ 37</b>	<b>\$ 196</b>	<b>\$ 249</b>	

(a) Guidance does not take into consideration the effect of any future acquisitions, additional debt and/or share repurchases.

# ICS Key Segment Revenue Stats

RC= Recurring  
ED= Event-Driven  
In millions

	3Q12	3Q13	YTD FY12	YTD FY13	Type	
<b>Proxy</b>	<b>Fee Revenues</b>					
	<b>Equities</b>	\$ 31.7	\$ 34.0	\$ 80.1	\$ 84.8	RC
	Stock Record Position Growth	4%	7%	1%	3%	
	Pieces	24.5	27.1	66.1	68.1	
	<b>Mutual Funds</b>	\$ 5.5	\$ 7.1	\$ 19.3	\$ 22.7	ED
	Pieces	6.6	13.0	29.6	36.7	
	<b>Contests/Specials</b>	\$ 3.0	\$ 2.3	\$ 9.7	\$ 7.3	ED
	Pieces	3.0	2.2	10.7	6.7	
	<b>Total Proxy</b>	\$ 40.2	\$ 43.4	\$ 109.1	\$ 114.8	
	Total Pieces	34.2	42.3	106.5	111.5	
Notice and Access Opt-in %	69%	70%	66%	64%		
Suppression %	58%	59%	56%	60%		
<b>Interims</b>	<b>Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)</b>					
	\$ 33.5	\$ 36.6	\$ 84.7	\$ 99.9	RC	
	Position Growth	7%	9%	9%	10%	
	Pieces	168.8	166.9	438.1	470.8	
	<b>Mutual Funds (Supplemental Prospectuses) &amp; Other</b>	\$ 15.9	\$ 20.2	\$ 34.9	\$ 44.0	ED
Pieces	86.8	107.0	191.2	228.6		
<b>Total Interims</b>	\$ 49.4	\$ 56.8	\$ 119.6	\$ 143.9		
Total Pieces	255.7	273.9	629.3	699.4		
<b>Transaction Reporting</b>	<b>Transaction Reporting/Customer Communications</b>					
\$ 47.7	\$ 50.9	\$ 123.9	\$ 129.4	RC		
<b>Fulfillment</b>	<b>Fulfillment</b>					
\$ 31.6	\$ 36.0	\$ 94.7	\$ 101.1	RC		
<b>Other Communications</b>	<b>Other - Recurring (a)</b>					
	\$ 25.8	\$ 28.5	\$ 76.8	\$ 80.8	RC	
	<b>Other - Event-Driven (b)</b>					
\$ 12.1	\$ 8.1	\$ 27.7	\$ 23.6	ED		
<b>Total Other</b>	\$ 37.9	\$ 36.6	\$ 104.5	\$ 104.4		
<b>Total Fee Revenues</b>						
\$ 206.8	\$ 223.6	\$ 551.6	\$ 593.6			
<b>Total Distribution Revenues (c)</b>						
\$ 167.2	\$ 180.6	\$ 452.2	\$ 476.9			
<b>Total Revenues as reported - GAAP</b>						
\$ 374.0	\$ 404.2	\$ 1,003.8	\$ 1,070.5			
<b>Total RC Fees</b>						
\$ 170.3	\$ 186.0	\$ 460.0	\$ 496.0			
<b>% RC Growth</b>						
8%	9%	0%	8%			
<b>Total ED Fees</b>						
\$ 36.5	\$ 37.7	\$ 91.6	\$ 97.6			
<b>Key Revenue Drivers</b>	Sales	2%	5%	3%	4%	
	Losses	-1%	0%	-1%	0%	
	<b>Net New Business</b>	1%	5%	2%	4%	
	Internal growth	2%	-1%	2%	0%	
	<b>Recurring (Excluding Acquisitions)</b>	3%	4%	4%	4%	
	Acquisitions	0%	0%	3%	0%	
	<b>Total Recurring</b>	3%	4%	7%	4%	
	Event-Driven	-1%	1%	-1%	0%	
	Distribution	-1%	3%	1%	3%	
	<b>TOTAL</b>	1%	8%	7%	7%	

FY13 Ranges	
Low	High
\$ 862	\$ 874
8%	10%
\$ 129	\$ 129

Low	High
3%	3%
-1%	-1%
2%	2%
2%	2%
4%	4%
0%	0%
4%	4%
0%	0%
0%	0%
4%	4%

(a) Other Recurring fee revenues include revenues from acquisitions.

(b) Other Event-Driven fee revenues include revenues from corporate actions.

(c) Total Distribution Revenues primarily include pass-through revenues related to the physical mailing of Proxy, Interims, Transaction Reporting, and Fulfillment as well as Matrix administrative services.



Broadridge

# SPS and Outsourcing Key Segment Revenue Stats

RC= Recurring  
ED= Event-Driven  
In millions

		3Q12	3Q13	YTD FY12	YTD FY13	Type
<b>Equity</b>						
<b>Transaction-Based</b>	<b>Equity Trades</b>	\$ 35.5	\$ 33.8	\$ 104.7	\$ 94.9	RC
	Internal Trade Volume	985	969	970	880	
	Internal Trade Growth	-11%	-2%	1%	-9%	
	Trade Volume (Average Trades per Day in '000)	1,005	979	982	888	
<b>Non-Transaction</b>	<b>Other Equity Services</b>	87.3	92.3	\$ 252.1	\$ 264.2	RC
<b>Total Equity</b>		<b>\$ 122.8</b>	<b>\$ 126.1</b>	<b>\$ 356.8</b>	<b>\$ 359.1</b>	
<b>Fixed Income</b>						
<b>Transaction-Based</b>	<b>Fixed Income Trades (a)</b>	\$ 13.6	\$ 14.0	\$ 40.1	\$ 41.5	RC
	Internal Trade Volume	299	298	294	293	
	Internal Trade Growth	3%	0%	6%	0%	
	Trade Volume (Average Trades per Day in '000)	299	308	294	299	
<b>Non-Transaction</b>	<b>Other Fixed Income Services</b>	\$ 10.8	\$ 12.3	\$ 33.5	\$ 35.8	RC
<b>Total Fixed Income</b>		<b>\$ 24.4</b>	<b>\$ 26.2</b>	<b>\$ 73.7</b>	<b>\$ 77.2</b>	
<b>Outsourcing</b>						
	<b>Outsourcing</b>	\$ 22.1	\$ 17.3	\$ 58.4	\$ 51.0	RC
	# of Clients	13	18	13	18	

Total Net Revenue as reported - GAAP

	3Q12	3Q13	YTD FY12	YTD FY13
Total Net Revenue as reported - GAAP	\$ 169.3	\$ 169.6	\$ 488.8	\$ 487.3

Key Revenue Drivers
Sales
Losses
Net New Business
Transaction & Non-transaction
Concessions
Internal growth
Acquisitions
TOTAL

	3Q12	3Q13	YTD FY12	YTD FY13
Sales	5%	7%	5%	5%
Losses	-1%	-2%	-1%	-2%
Net New Business	4%	5%	4%	3%
Transaction & Non-transaction	0%	-1%	2%	-1%
Concessions	-2%	-4%	-1%	-3%
Internal growth	-2%	-5%	1%	-4%
Acquisitions	8%	0%	6%	1%
TOTAL	10%	0%	11%	0%

FY13 Ranges	
Low	High
6%	8%
-2%	-2%
4%	6%
-1%	1%
-4%	-4%
-5%	-3%
1%	1%
0%	4%

# Broadridge ICS Definitions

## Proxy

**Equities** - Refers to the proxy services we provide in connection with annual stockholder meetings for publicly traded corporate issuers. Annual meetings of public companies include shares held in "street name" (meaning that they are held of record by brokers or banks, which in turn hold the shares on behalf of their clients, the ultimate beneficial owners) and shares held in "registered name" (shares registered directly in the names of their owners).

**Mutual Funds** - Refers to the proxy services we provide for funds, classes or trusts of an investment company. Open-ended mutual funds are not required to have annual meetings. As a result, mutual fund proxy services provided to open-ended mutual funds are driven by a "triggering event." These triggering events can be a change in directors, fee structures, investment restrictions, or mergers of funds.

**Contests** - Refers to the proxy services we provide when a separate agenda is put forth by one or more stockholders that is in opposition to the proposals presented by management of the company which is separately distributed and tabulated from the company's proxy materials.

**Specials** - Refers to the proxy services we provide in connection with stockholder meetings held outside of the normal annual meeting cycle and are primarily driven by special events (e.g., mergers and acquisitions in which the company being acquired is a public company and needs to solicit the approval of its stockholders).

## Interims

**Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)** – Refers to the services we provide investment companies in connection with information they are required by regulation to distribute periodically to their investors. These reports contain pertinent information such as holdings, fund performance, and other required disclosure.

**Mutual Funds (Supplemental Prospectuses)** – Refers primarily to information required to be provided by mutual funds to supplement information previously provided in an annual mutual fund prospectus (e.g., change in portfolio managers, closing funds or class of shares to investors, or restating or clarifying items in the original prospectus). The events could occur at any time throughout the year.

**Other** – Refers to communications provided by corporate issuers and investment companies to investors including newsletters, notices, tax information, marketing materials and other information not required to be distributed by regulation.

## Transaction Reporting

**Transaction Reporting**– Refers primarily to the printing and distribution of account statements, trade confirmations and tax reporting documents to account holders, including electronic delivery and archival services.

## Fulfillment

**Post-Sale Fulfillment** – Refers primarily to the distribution of prospectuses, offering documents, and required regulatory disclosure information to investors in connection with purchases of securities.

**Pre-Sale Fulfillment** – Refers to the distribution of marketing literature, welcome kits, enrollment kits, and investor information to prospective investors, existing stockholders and other targeted recipients on behalf of broker-dealers, mutual fund companies and 401(k) administrators.

## Other Communications

**Other** – Refers to the services we provide in connection with the distribution of communications material not included in the above definitions such as non-objecting beneficial owner (NOBO) lists, and corporate actions such as mergers, acquisitions, and tender offer transactions.