

Continued Market Leadership through Execution and Innovation

Investor Presentation



Broadridge[®]

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February 2013

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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.

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Broadridge Overview



Broadridge is a strong, resilient business with significant growth potential

■ History of market leadership

- Proven ability to address increasingly complex customer needs through technology
- Innovation and thought leader in industry for >50 years

■ Strong position in large and attractive markets

- Leader in investor communications and global securities processing
- Resilient through financial crisis due to mission-critical nature of services
- Deeply respected by industry and regulators
- Room for expansion into naturally adjacent markets

■ Excellent team

- Results-driven and deeply experienced management team aligned with long-term interests of shareholders
- Highly engaged associates - one of the best large companies to work for in NY¹ for 6th consecutive year

1. As recognized by the NY Society of Human Resources in 2008-2013

Broadridge Strategy Statement

- **Our vision is to be the leading provider of Investor Communications and Technology and Operations Solutions to Banks/Broker-Dealers, Mutual Funds, and Corporate Issuers globally**
 - Our mission is to drive the industry we serve to higher levels of efficiency and compliance; to partner with financial institutions and public companies to enable their growth; and to provide innovative outsourcing solutions for mission-critical activities
 - We will grow our businesses by leveraging our unique network, our market position, and our brand/service reputation
 - We will do so with a combination of organic growth and M&A
 - We anticipate that this approach will drive 6-9% revenue growth and low-to-mid-teens earnings growth
 - We expect to pay a meaningful dividend and to opportunistically buy back shares

Our market position is differentiated and sustainable

Investor Communication Solutions



ProxyEdge®

- Proxy services for **~85%** of outstanding shares in US
- Processed **>600 billion** shares in 2012
- Used by **>5,500** institutional investors globally
- Eliminates **>50%** of physical mailings
- **~450K** votes through mobile apps during 2012 proxy season

Securities Processing Solutions



Processes **>\$4.5 trillion** (average) in equity and fixed income trades per day



Enable clients to process in **>50** countries

New businesses

Tuck-in acquisitions

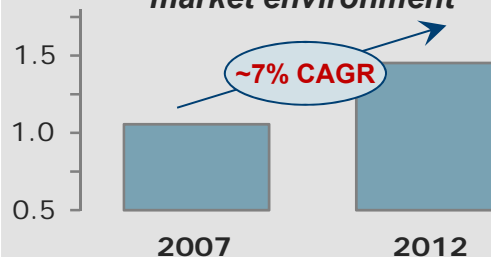


City Networks



Recurring Fee Revenue

Growth through difficult market environment



Broadridge is well positioned to accelerate growth and continue driving strong free cash flow

We are the leader in several markets

Investor Communication Solutions

Securities Processing Solutions

<i>Market</i>	<i>Rank¹</i>
Bank/Broker-Dealer Regulatory Communications	#1
Broker-Dealer Transactional Communications	#1
Corporate Issuer Regulatory Communications	#1
Mutual Fund Proxy Mail and Tabulation	#1

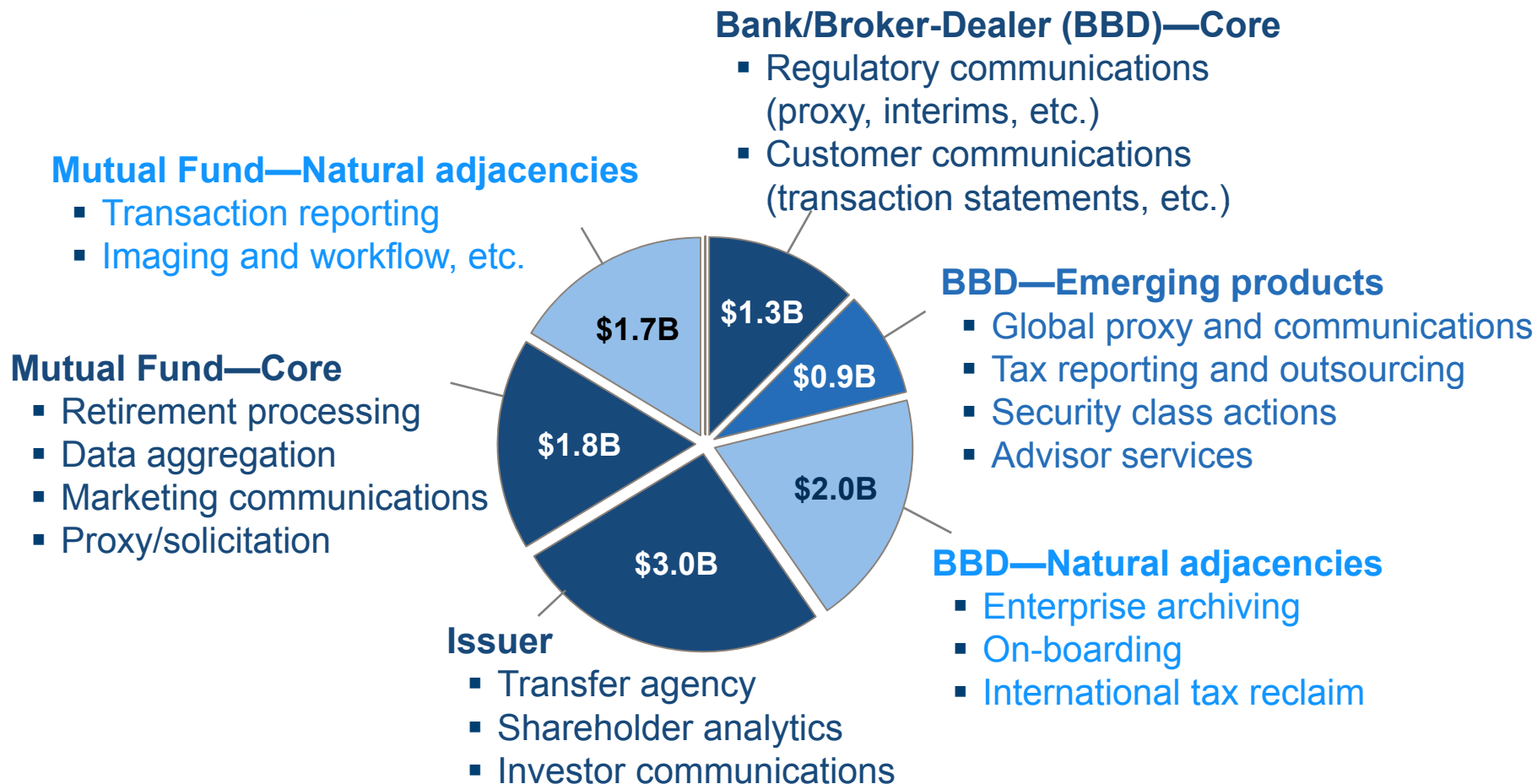
<i>Market</i>	<i>Rank¹</i>
US Brokerage Processing	#1
US Fixed Income Processing	#1
Canadian Brokerage Processing	#1

1. Marketshare based on Broadridge estimates

Investor Communication Solutions (ICS)

Large and attractive markets – Investor Communications is a \$10B+ market

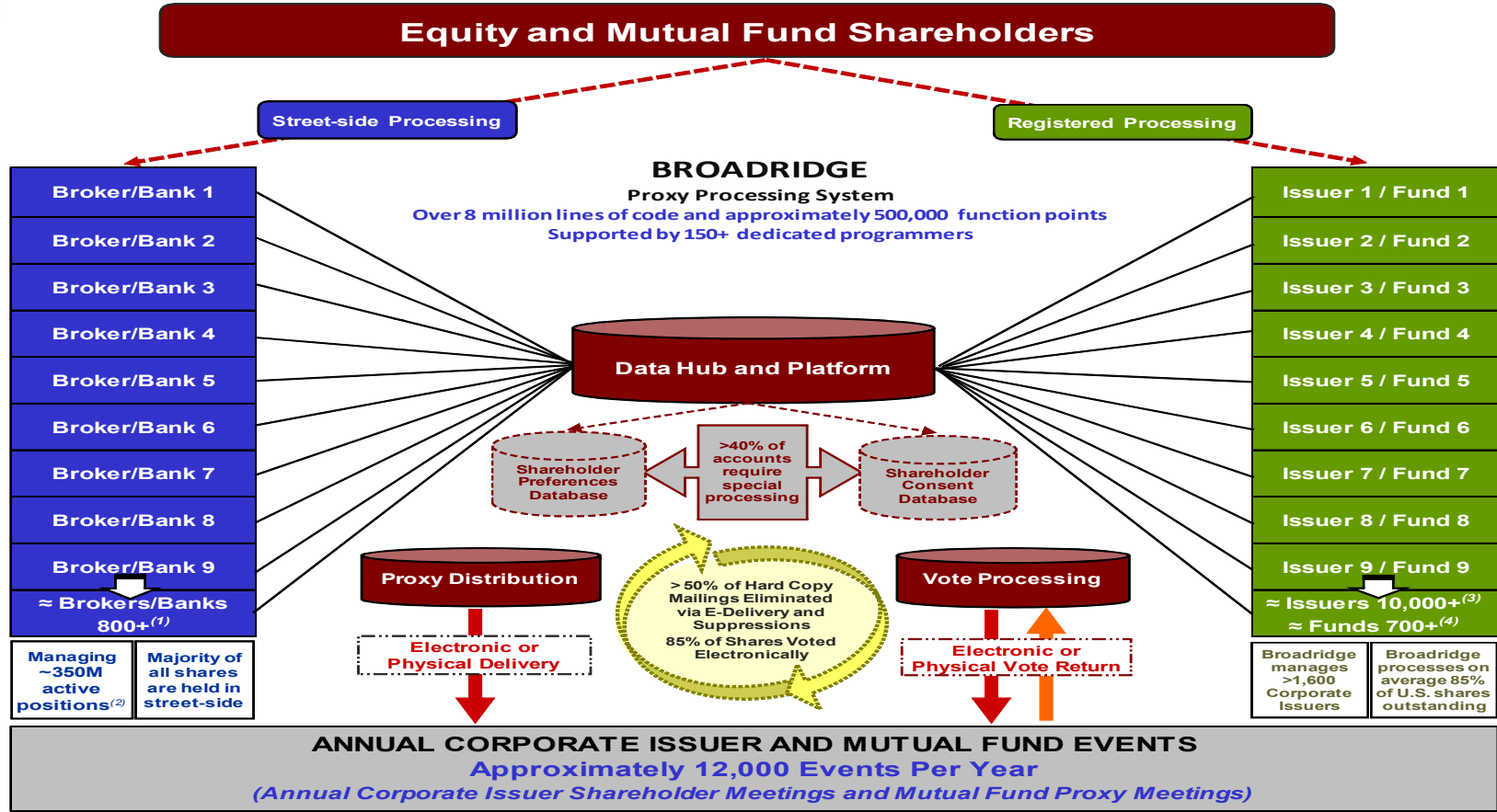
Total addressable market \$10B+ fee revenue



Sources: BCG, Bain, Patpatia, Broadridge estimates

ICS Unique Business Systems Processing Model

PROXY & INTERIMS PROCESSING OVERVIEW "THE PLUMBING"



Proxy and Interim processing system is the “plumbing” supporting the voting process for corporate governance

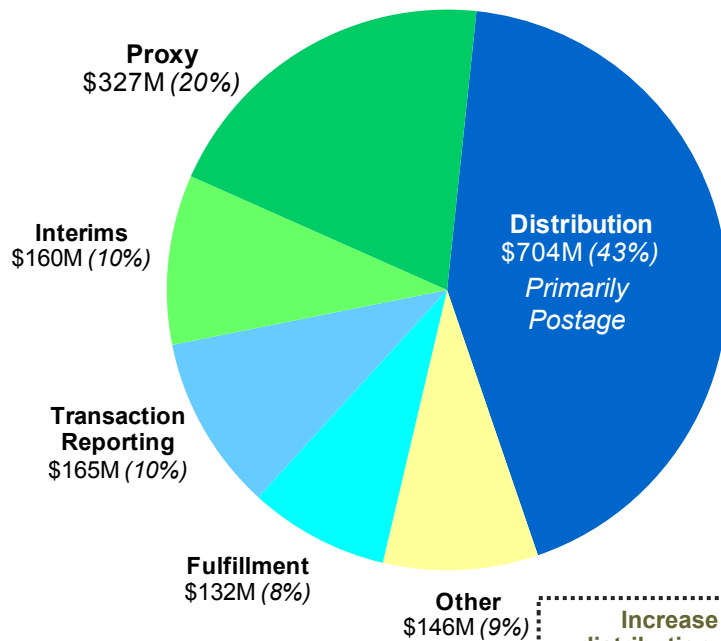
- (1) Represents Broadridge’s estimated total number of brokerage firms and banks in the U.S. and international markets
- (2) Represents Broadridge’s estimated total number of positions managed by U.S. brokers and banks
- (3) Represents Broadridge’s estimated total number of corporate issuers in the U.S.
- (4) Represents total number of Fund Sponsors in the U.S. who manage over 16,000 funds including Mutual Funds, Closed-end Funds, ETFs and UITs, according to the Investment Company Institute’s 2009 Investment Company Year Book

ICS Product and Client Revenue Overview

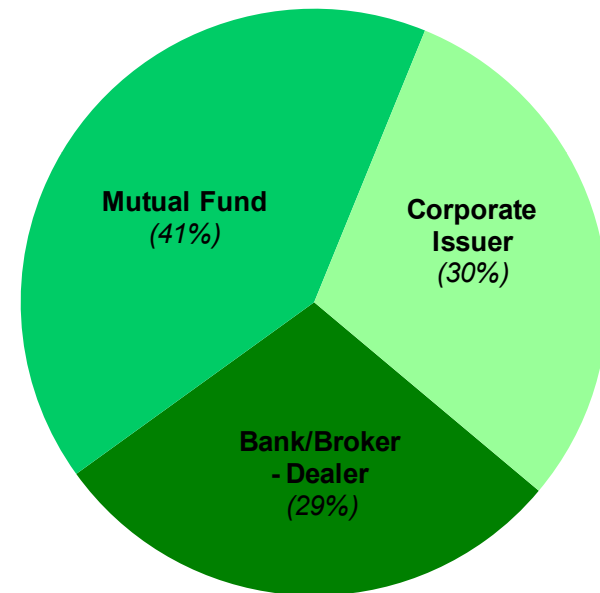
We have a strong and diverse product offering...

...and we have deep and longstanding client relationships

FY12 Product Revenues



FY12 Client Revenues
(Based on who pays BR as agent)



Increase in electronic distribution reduces postage revenue and increases profits

ICS is highly resilient due to our deep customer relationships with our Bank/Broker-Dealer clients

ICS-Bank/Broker-Dealer

What We Do:

Regulatory communications

- Beneficial proxy and interims for equities
- Beneficial mutual fund compliance communications

Customer communications

- Transaction statements, trade confirmations and other reporting

Global and emerging products

- Advisor services
- Global proxy and communications
- Tax reporting and outsourcing
- Securities class actions

Competitive Advantages:

Indispensible data hub with established relationships with majority of BBDs

Strong market position and innovative leadership

- First/only certified voting results
- First e-delivery, phone, web and mobile voting platform

Proprietary systems, network and databases

- ProxyEdge® – institutional voting and record keeping platform
- Preference and consent database

Unmatched scale with highest level data security (ISO 27001)

ICS-Mutual Funds

What We Do:

Mutual Fund trade processing in the defined contribution/trust space (Matrix)

Data aggregation and analytics (Access Data)

Marketing/Regulatory communications including content (NewRiver)

Registered proxy and solicitation

Competitive Advantages:

Long-standing relationships across industry

- Serve every mutual fund and majority of banks/broker-dealers

Unique data capabilities

- Proprietary platform to allow mutual funds to understand their clients
- Innovative business applications that address unique industry issues such as compliance and distribution payments
- Largest electronic repository for mutual fund regulatory data

Industry-leading ICS products with unmatched scale

- Leverage to create cost-effective products for mutual funds

ICS-Issuers

What We Do:

Beneficial proxy service

Registered shareholder communications

- Registered proxy
- Interim communications

Transfer agency (TA)

- Stock share registry, ownership transfers and dividend calculation

Enhanced issuer solutions

- Shareholder analytics
- Virtual shareholder meetings
- Shareholder forums
- Global proxy services

Competitive Advantages:

Market Position – only full service provider of shareholder communications to all types of shareholders

Unmatched Scale – able to leverage one billion plus shareholder communications annually as well as record-keeping, corporate actions and other shareholder account servicing

Unmatched Data – unique dataset of investors and positions allows Issuers to more effectively reach their shareholders

Thought Leadership – unmatched expertise to innovate the proxy process and help guide Issuers through a complex regulatory environment

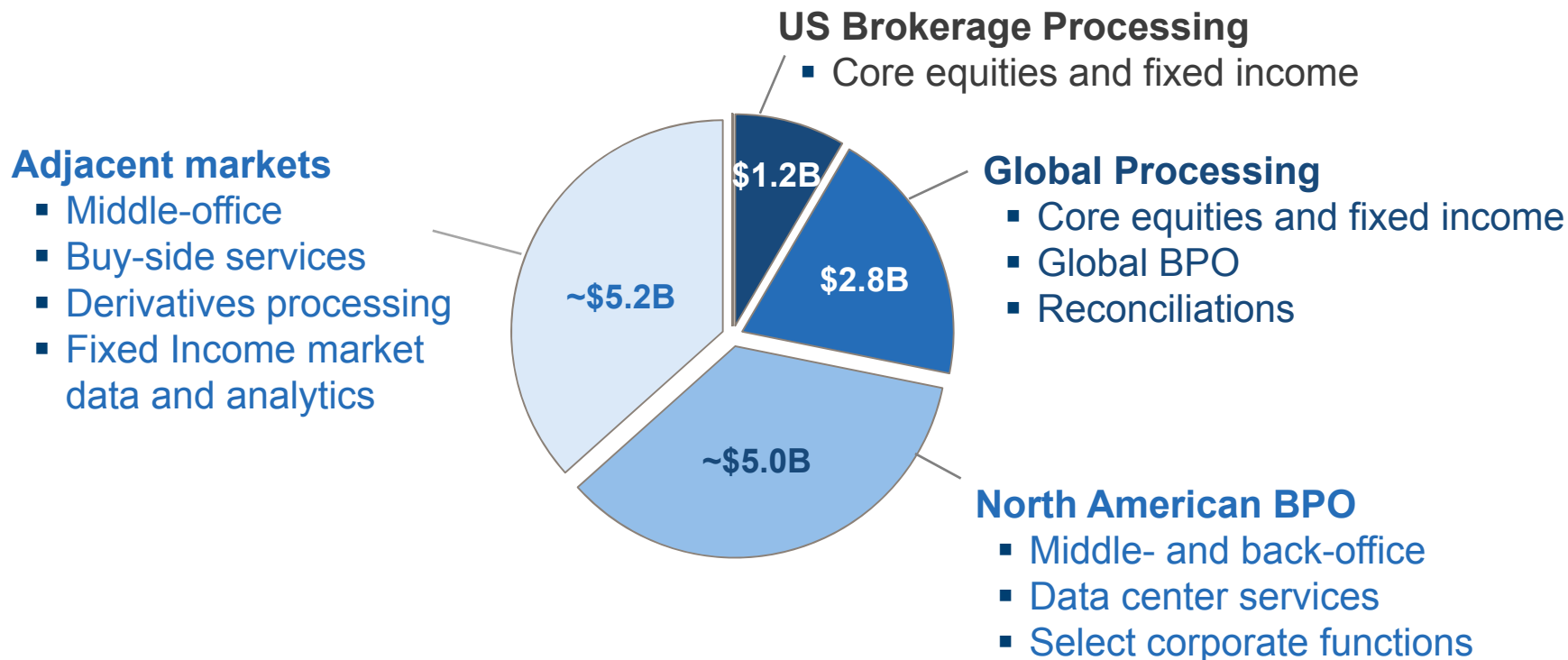
Securities Processing Solutions (SPS)



Technology and Operations spend adds ~\$14B to our SPS addressable market

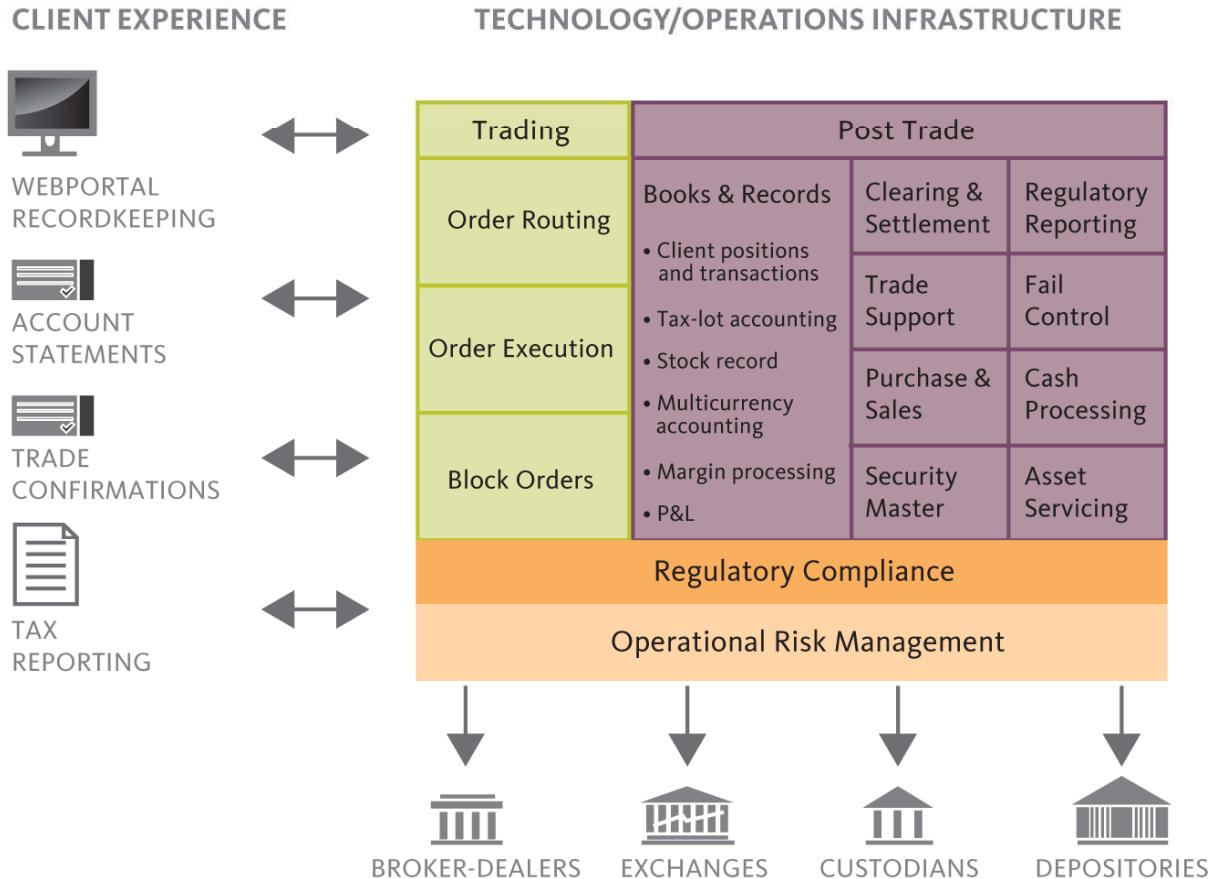
Securities and investment firms' overall technology and operations spend is over \$100 billion and growing at 5%

Total addressable market ~ \$14B fee revenue



Sources: Tower Group, Chartis, Aite, IM2, Broadridge internal estimates

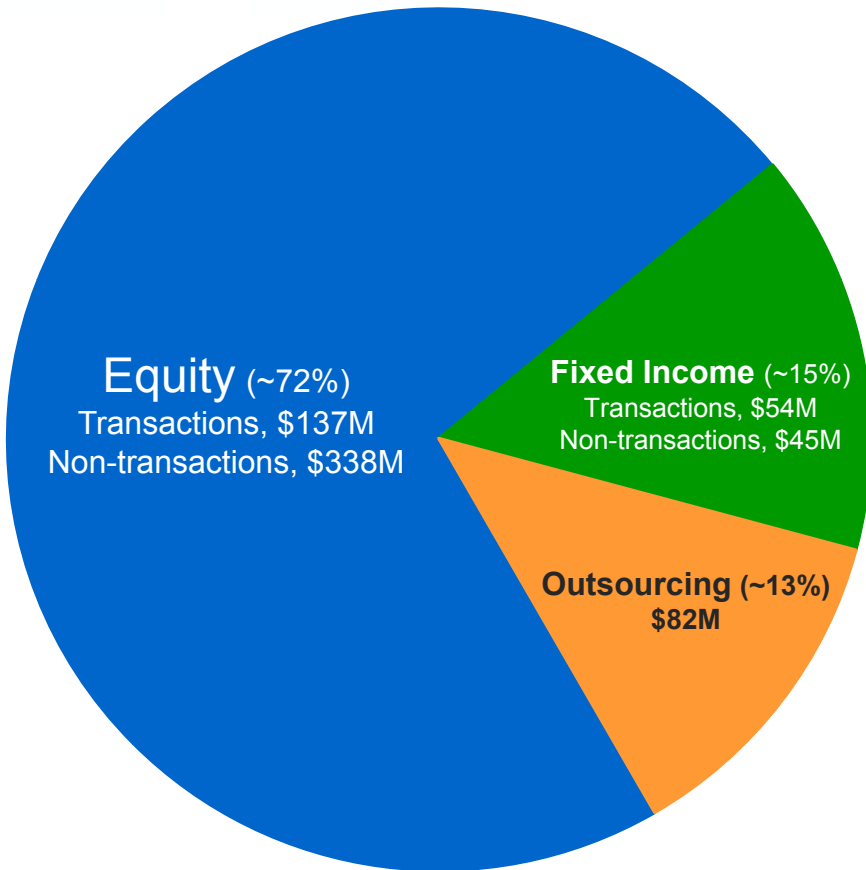
Broadridge global processing behind the scenes



Broadridge simplifies complex processes

Securities Processing North America Market Share Overview¹

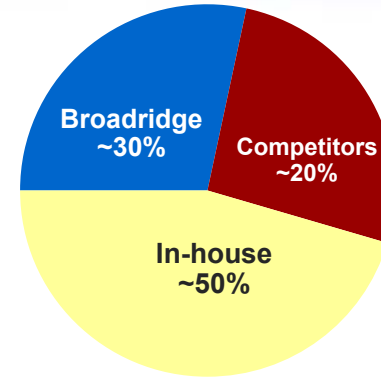
FY12 Product Revenues



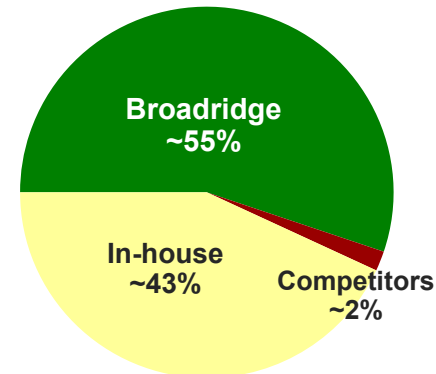
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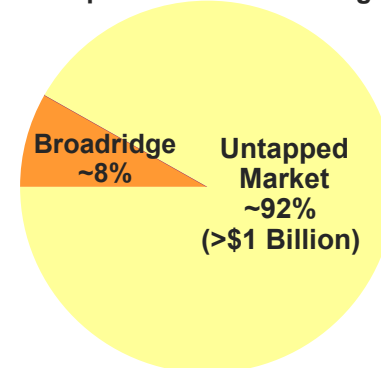
Equity Processing Client Volume



U.S. \$ Fixed Income Client Volume



Operations Outsourcing



1. All market share information is based on management's estimates and is part of much larger market. No attempt has been made to size such market

SPS Top 15 Clients for FY12

Top Clients	Equity Processing		Fixed Income Processing	Outsourcing
	Retail	Institutional		
Alliance Bernstein	✓	✓	✓	✓
Bank of America/Merrill Lynch			✓	
Barclays Capital Services	✓	✓	✓	
BMO Nesbitt Burns	✓	✓	✓	
CIBC World Markets	✓	✓	✓	✓
Deutsche Bank		✓	✓	
E*Trade Group	✓		✓	✓
Edward Jones	✓		✓	
Jefferies & Company	✓	✓	✓	
JP Morgan Chase	✓	✓	✓	
Mizuho Securities USA		✓	✓	
Penson	✓	✓	✓	✓
Royal Bank of Canada	✓	✓	✓	
Scotia Capital	✓	✓	✓	✓
UBS Securities		✓	✓	

Note: The above schedule is an alphabetical listing of the top 15 SPS clients which represent ~70% of SPS revenues as of June 30, 2012.

SPS client relationships are stable in volatile market

SPS-Technology and Operations

What We Do:

Best-of-breed processing solutions

- Leading global platform
- Broad asset class coverage

Broad suite of add-on or point solutions

- Desk top applications used by brokers and traders
- Workflow and reconciliation applications
- Data aggregation and warehousing tools

Industry-leading global business process outsourcing (BPO) solutions

Competitive Advantages:

Unique global technology platform provides processing access to over 50 countries

Breadth of asset classes on single “platform”

Leading market position and scale

Flexible business model that can be tailored to unique client needs

Trusted brand

Financial Strategy



Our financial strategy is a key part of our value creation strategy

Priority

- **~40% dividend payout, but expect no less than 72 cents per share annually subject to Board approval**
- **Organic growth with limited financial risk**
 - Avoid significant balance sheet risk
 - Invest in projects delivering at least 20% IRR
- **Tuck-in acquisitions with clear growth profile and returns**
 - Accretive to growth, margins, and earnings
 - >20% IRR in conservative business case
- **Long-term investment-grade debt rating**
 - Adjusted Debt/EBITDAR ratio¹ target is 2:1
- **Excess cash used opportunistically to offset dilution and reduce share count through buybacks**

1. Adjusted Debt/EBITDAR ratio calculated as (Debt + 5x Rent Expense) / (EBITDA + Rent Expense)

Appendix



Revenue Growth Drivers and EBIT Margin

Historical CAGR (FY07-FY12)		2Q FY13	2Q YTD FY13	Actual FY12	Forecast FY13
2%	Total Revenue Growth	3%	3%	6%	3-4%
3%	Closed Sales (Recurring)	3%	3%	3%	4-5%
<u>(2%)</u>	<u>Client Losses</u>	<u>(1%)</u>	<u>(1%)</u>	<u>(1%)</u>	<u>(1%)</u>
1%	Net New Business	2%	2%	2%	3-4%
1%	Internal Growth^(a)	(0%)	(1%)	1%	0%
2%	Acquisitions	0%	1%	3%	0%
4%	Total Recurring	2%	2%	6%	3-4%
(1%)	Event-Driven^(b)	0%	0%	0%	0%
(1%)	Distribution^(c)	1%	1%	0%	0%
0%	FX/Other	0%	0%	0%	0%
	EBIT Margin (Non-GAAP)	6.5%	6.6%	13.9%	14.9 - 15.7%

(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.

Broadridge FY13 Q2 and YTD from Continuing Operations

Revenue			
FY12 Q2	FY13 Q2	FY12 Q2 YTD	FY13 Q2 YTD
\$317	\$327	\$630	\$666
8%	3%	10%	6%
\$161	\$164	\$319	\$318
10%	2%	11%	-1%
\$478	\$491	\$949	\$984
9%	3%	10%	4%
\$0	\$0	\$0	\$0
\$2	\$3	\$7	\$5
\$480	\$493	\$956	\$989
8%	3%	11%	3%

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

Other ^(a)
 FX ^(b)

Total Broadridge (Non-GAAP) ^(a)
 ◀ Growth % / Margin % ▶

Interest & Other
 Acquisition Amortization and Other Costs ^(c)
Total EBT (Non-GAAP) ^(d)
Margin %

Income taxes ^(a)
 Tax Rate

Total Net Earnings (Non-GAAP) ^(d)
Margin %

Acquisition Amortization and Other Costs ^(c)
 Restructuring and Impairment Charges ^(e)
 IBM Migration costs
Non-GAAP Items (Net of Taxes)

Total Net Earnings (GAAP)
Margin %

Diluted Shares

Diluted EPS (Non-GAAP) ^(d)
Diluted EPS (GAAP)

Earnings			
FY12 Q2	FY13 Q2	FY12 Q2 YTD	FY13 Q2 YTD
\$11	\$16	\$19	\$44
3.3%	5.0%	3.0%	6.6%
\$20	\$20	\$48	\$29
12.5%	12.2%	15.0%	9.3%
\$31	\$37	\$67	\$73
6.4%	7.4%	7.1%	7.4%
(\$6)	(\$8)	(\$13)	(\$15)
\$3	\$3	\$5	\$6
\$28	\$32	\$59	\$65
5.8%	6.5%	6.2%	6.6%
(\$4)	(\$4)	(\$6)	(\$7)
\$6	\$6	\$13	\$11
\$30	\$34	\$66	\$69
6.3%	6.9%	6.9%	7.0%
(\$11)	(\$12)	(\$24)	(\$25)
35.8%	36.0%	36.1%	36.0%
\$19	\$22	\$42	\$44
4.0%	4.4%	4.4%	4.5%
(\$4)	(\$4)	(\$8)	(\$7)
(\$6)	(\$2)	(\$6)	(\$3)
(\$2)	\$0	(\$4)	\$0
(\$13)	(\$6)	(\$19)	(\$10)
\$7	\$16	\$24	\$34
1.4%	3.2%	2.5%	3.4%
127.2	125.5	126.9	126.3
\$0.15	\$0.17	\$0.33	\$0.35
\$0.05	\$0.13	\$0.19	\$0.27

(a) FY12 Q2 excludes IBM Migration costs of \$4M (after tax \$2M, or \$0.02 EPS impact). FY12 Q2 YTD excludes IBM Migration costs of \$7M (after tax \$4M, or \$0.03 EPS impact).
 FY12 Q2 and FY12 Q2 YTD excludes Restructuring and Impairment Charges of \$10M (after tax \$6M, or \$0.05 EPS impact).
 FY13 Q2 excludes Restructuring and Impairment Charges of \$4M (after tax \$2M, or \$0.01 EPS impact).
 FY13 Q2 YTD excludes Restructuring and Impairment Charges of \$4M (after tax \$3M, or \$0.02 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 Q2 excludes Acquisition Amortization and Other Costs of \$6M (after tax \$4M or \$0.03 EPS impact), IBM Migration costs of \$4M (after tax \$2M, or \$0.02 EPS impact) and Restructuring and Impairment Charges of \$10M (after tax \$6M, or \$0.05 EPS impact).

FY12 Q2 YTD excludes Acquisition Amortization and Other Costs of \$13M (after tax \$8M or \$0.06 EPS impact), IBM Migration costs of \$7M (after tax \$4M, or \$0.03 EPS impact) and Restructuring and Impairment Charges of \$10M (after tax \$6M, or \$0.05 EPS impact).

FY13 Q2 excludes Acquisition Amortization and Other Costs of \$6M (after tax \$4M or \$0.03 EPS impact) and Restructuring and Impairment Charges of \$4M (after tax \$2M, or \$0.01 EPS impact).

FY13 Q2 YTD excludes Acquisition Amortization and Other Costs of \$11M (after tax \$7M or \$0.06 EPS impact) and Restructuring and Impairment Charges of \$4M (after tax \$3M, or \$0.02 EPS impact).

(e) FY13 Q2 and FY13 Q2 YTD represents transition costs related to termination of the Pension agreement including shutdown costs.

FY12 Q2 and FY12 Q2 YTD represents Pension OTTI 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%
\$2,290	\$2,353	\$2,390
6%	3%	4%
\$0	\$0	\$0
\$13	\$13	\$13
\$2,304	\$2,366	\$2,403
6%	3%	4%

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

(\$ in millions)

ICS

◀ Growth % / Margin % ▶

SPS

◀ Growth % / Margin % ▶

Total Segments

Margin %

Other ^(a)

FX ^(b)

Total Broadridge (Non-GAAP) ^(a)

◀ **Growth % / Margin %** ▶

Interest & Other

Acquisition Amortization and Other Costs ^(c)

Total EBT (Non-GAAP) ^(d)

Margin %

Income taxes ^(d)

Tax Rate

Total Net Earnings (Non-GAAP) ^(d)

Margin %

Acquisition Amortization and Other Costs ^(c)

Restructuring and Impairment Charges ^(e)

IBM Migration costs

Non-GAAP Items (Net of Taxes)

Total Net Earnings (GAAP)

Margin %

Diluted Shares

Diluted EPS (Non-GAAP) ^(d)

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%
\$334	\$370	\$401
14.6%	15.7%	16.8%
(\$28)	(\$30)	(\$37)
\$14	\$13	\$13
\$319	\$353	\$377
13.9%	14.9%	15.7%
(\$13)	(\$17)	(\$21)
\$25	\$22	\$22
\$331	\$358	\$378
14.4%	15.1%	15.7%
(\$118)	(\$133)	(\$140)
35.6%	37.0%	37.0%
\$213	\$226	\$238
9.3%	9.5%	9.9%
(\$15)	(\$14)	(\$14)
(\$58)	(\$6)	(\$6)
(\$15)	\$0	\$0
(\$88)	(\$20)	(\$20)
\$125	\$205	\$218
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 Person 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 Person fees. FY13 represents transition costs related to termination of the Person 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

Free Cash Flow - Non-GAAP Unaudited (\$ millions)

	Six Months Ended December 2012	FY13 Range (a)	
		Low	High
Free Cash Flow (Non-GAAP) :			
Net earnings from continuing operations (GAAP)	\$ 34	\$ 205	\$ 218
Depreciation and amortization (includes other LT assets)	48	95	105
Stock-based compensation expense	13	31	31
Other	(5)	(5)	5
Subtotal	90	326	359
Working capital changes	(1)	(15)	(15)
Long-term assets & liabilities changes	(15)	(60)	(50)
Net cash flow (used in) provided by continuing operating activities	74	251	294
Cash Flows From Investing Activities			
Capital expenditures & software purchases	(19)	(55)	(45)
Free cash flow (Non-GAAP)	\$ 55	\$ 196	\$ 249
<i>Cash Flows From Other Investing and Financing Activities</i>			
Acquisitions	-	-	-
Stock repurchases net of options proceeds	(75)	(75)	(75)
Proceeds from borrowing net of debt repayments	-	-	-
Dividends paid	(42)	(86)	(86)
Other	-	(5)	5
Net change in cash and cash equivalents	(62)	30	93
Cash and cash equivalents, at the beginning of year	321	321	321
Cash and cash equivalents, at the end of period	\$ 259	\$ 351	\$ 414

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

Revenues and Closed Sales FY07-FY13

(\$ in millions)									Forecast
Recurring Fee Revenues		FY07	FY08	FY09	FY10	FY11	FY12	CAGR	FY13
ICS		\$ 529	\$ 567	\$ 594	\$ 632	\$ 720	\$ 798	9%	\$862-874
<i>Growth</i>		3%	7%	5%	6%	14%	11%		8-10%
SPS		\$ 527	\$ 534	\$ 559	\$ 536	\$ 594	\$ 655	4%	\$658-683
<i>Growth</i>		11%	1%	5%	-4%	11%	10%		0-4%
Total Recurring Fee Revenues		\$ 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%
Event-Driven		\$ 203	\$ 200	\$ 180	\$ 257	\$ 135	\$ 132	-8%	~\$129
<i>Growth</i>		33%	-1%	-10%	43%	-47%	-2%		-2%
Distribution		\$ 821	\$ 808	\$ 757	\$ 781	\$ 704	\$ 704	-3%	~\$704
<i>Growth</i>		12%	-2%	-6%	3%	-10%	0%		0%
Other/FX		\$ (12)	\$ 22	\$ (17)	\$ 4	\$ 14	\$ 14		~\$13
Total Revenues		\$ 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%
Recurring Closed Sales		\$ 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 ^(a)		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
Total Event-Driven Fee Revenues		\$ 203	\$ 200	\$ 180	\$ 257	\$ 135	\$ 132	-8%	\$129
<i>Growth</i>		33%	-1%	-10%	43%	-47%	-2%		-2%
Recurring Distribution Revenues ^(b)		\$ 593	\$ 580	\$ 567	\$ 564	\$ 573	\$ 597	0%	~\$597
<i>Growth</i>		6%	-2%	-2%	-1%	2%	4%		0%
ED Distribution Revenues ^(b)		\$ 228	\$ 228	\$ 190	\$ 217	\$ 131	\$ 107	-14%	~\$107
<i>Growth</i>		35%	0%	-17%	14%	-39%	-18%		0%
Total Distribution Revenues		\$ 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	2Q12	2Q13	YTD12	YTD13	FY10	FY11	FY12	FY13 Range	
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Low	High
Guidance Provided in August 2012 - Diluted EPS (Non-GAAP)	\$0.12	\$0.14	\$0.27	\$0.29	\$1.56	\$1.37	\$1.55	\$1.65	\$1.75
Acquisition Amortization and Other Costs	\$0.03	\$0.03	\$0.06	\$0.06	\$0.04	\$0.10	\$0.12	0.11	0.11
Current Guidance - Diluted EPS (Non-GAAP)	\$0.15	\$0.17	\$0.33	\$0.35	\$1.60	\$1.47	\$1.67	\$1.76	\$1.86
Acquisition Amortization and Other Costs	(\$0.03)	(\$0.03)	(\$0.06)	(\$0.06)	(\$0.04)	(\$0.10)	(\$0.12)	(0.11)	(0.11)
Restructuring and Impairment Charges	(\$0.05)	(\$0.01)	(\$0.05)	(\$0.02)	\$0.00	\$0.00	(\$0.45)	(0.05)	(0.05)
IBM Migration costs	(\$0.02)	\$0.00	(\$0.03)	\$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
Current Guidance - Diluted EPS (GAAP)	\$0.05	\$0.13	\$0.19	\$0.27	\$1.62	\$1.34	\$0.98	\$1.60	\$1.70

Reconciliation of EBT Guidance (a)	2Q12	2Q13	YTD12	YTD13	FY10	FY11	FY12	FY13 Range	
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Low	High
Guidance Provided in August 2012 - Total EBT (Non-GAAP)	\$24	\$28	\$53	\$58	\$342	\$276	\$306	\$336	\$356
<i>Margin %</i>	5.0%	5.7%	5.6%	5.8%	15.5%	12.7%	13.3%	14.2%	14.8%
Acquisition Amortization and Other Costs	\$6	\$6	\$13	\$11	\$8	\$19	\$25	\$22	\$22
Current Guidance - Total EBT (Non-GAAP)	\$30	\$34	\$66	\$69	\$350	\$295	\$331	\$358	\$378
<i>Margin %</i>	6.3%	6.9%	6.9%	7.0%	15.9%	13.6%	14.4%	15.1%	15.7%
Acquisition Amortization and Other Costs	(\$6)	(\$6)	(\$13)	(\$11)	(\$8)	(\$19)	(\$25)	(\$22)	(\$22)
Restructuring and Impairment Charges	(\$10)	(\$4)	(\$10)	(\$4)	\$0	\$0	(\$81)	(\$10)	(\$10)
IBM Migration costs	(\$4)	\$0	(\$7)	\$0	\$0	(\$6)	(\$25)	\$0	\$0
Total EBT (GAAP)	\$11	\$25	\$37	\$53	\$342	\$270	\$201	\$326	\$346
<i>Margin %</i>	2.2%	5.0%	3.8%	5.4%	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 Unaudited (\$ millions)

Free Cash Flow (Non-GAAP) :	Six Months Ended December 2012		FY13 Range (a)	
			Low	High
Net earnings from continuing operations (GAAP)	\$	34	\$ 205	\$ 218
Depreciation and amortization (includes other LT assets)		48	95	105
Stock-based compensation expense		13	31	31
Other		(5)	(5)	5
Subtotal		90	326	359
Working capital changes		(1)	(15)	(15)
Long-term assets & liabilities changes		(15)	(60)	(50)
Net cash flow (used in) provided by continuing operating activities		74	251	294
Cash Flows From Investing Activities				
Capital expenditures & software purchases		(19)	(55)	(45)
Free cash flow (Non-GAAP)	\$	55	\$ 196	\$ 249

(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

Proxy	Fee Revenues	2Q12	2Q13	YTD FY12	YTD FY13	Type
Interims	Equities	\$ 24.8	\$ 25.3	\$ 48.4	\$ 50.9	RC
	Stock Record Position Growth	-1%	4%	0%	1%	
	Pieces	21.2	20.8	41.6	41.1	
	Mutual Funds	\$ 8.6	\$ 9.1	\$ 13.8	\$ 15.6	ED
	Pieces	16.6	15.4	23.0	23.6	
	Contests/Specials	\$ 3.3	\$ 2.0	\$ 6.6	\$ 5.0	ED
	Pieces	4.0	1.9	7.7	4.6	
	Total Proxy	\$ 36.7	\$ 36.4	\$ 68.8	\$ 71.5	
	Total Pieces	41.8	38.1	72.3	69.3	
	Notice and Access Opt-in %	73%	75%	63%	61%	
Suppression %	56%	59%	55%	57%		
Transaction Reporting	Mutual Funds (Annual/Semi-Annual Reports/Annual Prospectuses)	\$ 25.7	\$ 31.5	\$ 51.2	\$ 63.3	RC
	Position Growth	8%	11%	9%	10%	
	Pieces	137.4	153.2	269.3	303.9	
Fulfillment	Mutual Funds (Supplemental Prospectuses) & Other	\$ 8.4	\$ 9.1	\$ 19.0	\$ 23.8	ED
	Pieces	45.1	46.2	104.4	121.6	
	Total Interims	\$ 34.1	\$ 40.6	\$ 70.2	\$ 87.1	
Other Communications	Total Pieces	182.5	199.4	373.7	425.5	
	Transaction Reporting/Customer Communications	\$ 38.8	37.9	\$ 76.2	\$ 78.5	RC
	Fulfillment	\$ 31.6	\$ 31.9	\$ 63.0	\$ 65.1	RC
Key Revenue Drivers	Other - Recurring (a)	\$ 25.5	\$ 26.4	\$ 51.0	\$ 52.2	RC
	Other - Event-Driven (b)	\$ 7.3	\$ 7.5	\$ 15.6	\$ 15.6	ED
	Total Other	\$ 32.8	\$ 33.9	\$ 66.6	\$ 67.8	
	Total Fee Revenues	\$ 174.0	\$ 180.7	\$ 344.8	\$ 370.0	
	Total Distribution Revenues (c)	\$ 142.8	\$ 146.1	\$ 285.0	\$ 296.3	
	Total Revenues as reported - GAAP	\$ 316.8	\$ 326.8	\$ 629.8	\$ 666.3	
	Total RC Fees	\$ 146.4	\$ 153.0	\$ 289.8	\$ 310.0	
	% RC Growth	20%	5%	20%	7%	
	Total ED Fees	\$ 27.6	\$ 27.7	\$ 55.0	\$ 60.0	
	Sales	3%	2%	3%	3%	
Losses	-1%	0%	-1%	-1%		
Net New Business	2%	2%	2%	2%		
Internal growth	2%	0%	2%	1%		
Recurring (Excluding Acquisitions)	4%	2%	4%	3%		
Acquisitions	4%	0%	5%	0%		
Total Recurring	8%	2%	9%	3%		
Event-Driven	-1%	0%	-1%	1%		
Distribution	1%	1%	2%	2%		
TOTAL	8%	3%	10%	6%		

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.

SPS and Outsourcing Key Segment Revenue Stats

RC= Recurring
ED= Event-Driven
In millions

		2Q12	2Q13	YTD12	YTD13	Type
<u>Equity</u>						
Transaction-Based	Equity Trades	\$ 32.8	\$ 31.1	\$ 69.3	\$ 61.1	RC
	<i>Internal Trade Volume</i>	911	852	963	837	
	<i>Internal Trade Growth</i>	-2%	-6%	9%	-13%	
	<i>Trade Volume (Average Trades per Day in '000)</i>	920	860	970	844	
Non-Transaction	Other Equity Services	84.4	89.8	\$ 164.8	\$ 171.9	RC
Total Equity		\$ 117.2	\$ 120.9	\$ 234.0	\$ 233.0	
<u>Fixed Income</u>						
Transaction-Based	Fixed Income Trades (a)	\$ 13.0	\$ 13.6	\$ 26.5	\$ 27.5	RC
	<i>Internal Trade Volume</i>	290	289	291	291	
	<i>Internal Trade Growth</i>	2%	-1%	7%	0%	
	<i>Trade Volume (Average Trades per Day in '000)</i>	290	293	291	294	
Non-Transaction	Other Fixed Income Services	\$ 12.0	\$ 12.0	\$ 22.7	\$ 23.5	RC
Total Fixed Income		\$ 25.1	\$ 25.6	\$ 49.2	\$ 51.0	
<u>Outsourcing</u>						
	Outsourcing	\$ 18.8	\$ 17.3	\$ 36.2	\$ 33.7	RC
	<i># of Clients</i>	12	17	12	17	
Total Net Revenue as reported - GAAP		\$ 161.1	\$ 163.8	\$ 319.5	\$ 317.7	
Key Revenue Drivers	Sales	6%	5%	5%	4%	
	Losses	-1%	-2%	-1%	-2%	
	Net New Business	5%	3%	4%	2%	
	Transaction & Non-transaction	0%	2%	3%	-2%	
	Concessions	-2%	-3%	-1%	-3%	
	Internal growth	-2%	-1%	2%	-5%	
	Acquisitions	7%	0%	5%	2%	
TOTAL	10%	2%	11%	-1%		

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.