

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, and for incentive compensation, equity-based and pension 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;
- profit-sharing 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;
- pension rights; and
- any other payments 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. Any such subcommittee must have a published Committee Charter.

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 make any award intended to qualify for the “performance-based compensation” exception of Section 162(m) of the Code to any “covered employee” (as such term is defined in 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 telephonically to the extent permitted by law.

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 basis, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“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.

- C. On an annual basis, review and make recommendations to the Board with respect to the compensation of all other executive officers of the Company. In making such recommendations, the Committee shall seek to ensure that senior executives are compensated effectively and in a manner consistent with the Company's articulated compensation strategy, internal considerations, competitive factors and applicable regulatory requirements.
- D. Review, evaluate and make recommendations to the Board with respect to the Company's incentive compensation plans, equity-based plans and pension plans. With respect to each such plan, the Committee shall have responsibility for:
1. administering any employee stock ownership plan;
 2. setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under applicable laws and regulations;
 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 exercise of any executive award granted under any such plan(s);
 4. approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
 5. granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights); and
 6. approving which executive officers are entitled to awards under the Company's stock option plan(s).

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.

- E. Review and approve compensation in excess of \$200,000 under any employment agreement or transaction with an executive officer of the Company.
- F. Establish and periodically review policies concerning perquisite benefits.

- G. Determine and approve the Company's policy with respect to change of control or "parachute" payments.
- H. With respect to plans intended to comply with Section 162(m) of the Code, take all actions necessary or appropriate to comply with Section 162(m), including, without limitation, establishing performance goals in writing within the time prescribed by Section 162(m) and certifying the attainment of such goals in a manner consistent with Section 162(m).
- I. Review and make recommendations to the Board with respect to executive officer and director indemnification and insurance matters.
- J. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
- K. 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.
- L. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the Securities and Exchange Commission 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 Securities and Exchange Commission.
- M. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
- N. Review its own performance annually.
- O. Report regularly to the Board.
- P. 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 foregoing 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 shall have the sole authority to retain or terminate consultants to assist the Committee in the evaluation of director, CEO or senior executive compensation. 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.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any counsel, advisor, consultant or other professional retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Revised: August 4, 2008