

# **BROADRIDGE FINANCIAL SOLUTIONS, INC.**

## **AUDIT COMMITTEE CHARTER**

### **I. Purpose**

The primary functions of the Audit Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Broadridge Financial Solutions, Inc., a Delaware corporation (the “Company”), in fulfilling its oversight responsibilities with respect to: (i) the Company’s systems of internal controls regarding finance, accounting, legal and regulatory compliance; (ii) the Company’s auditing, accounting and financial reporting processes generally; (iii) the integrity of the Company’s financial statements and other financial information provided by the Company to its stockholders and the public; (iv) the Company’s compliance with legal and regulatory requirements as further described in this Charter; (v) the qualifications and independence of the independent auditors, and (vi) the performance of the Company’s Internal Audit Department and independent auditors. Consistent with these functions, the Committee will encourage continuous improvement of, and foster adherence to, the Company’s policies, procedures and practices at all levels.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. This remains the responsibility of the Company’s management (“Management”) and the independent auditors. In addition, it is not the Committee’s duty to assure compliance with laws and regulations applicable to the Company’s operations. This remains the responsibility of Management.

### **II. Organization**

The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall satisfy the independence, financial literacy and experience requirements of Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”), New York Stock Exchange listing standards and any other regulatory requirements that may impact the financial statements. At least one Committee member shall be designated as an “audit committee financial expert” as defined by the U.S. Securities and Exchange Commission (the “SEC”). No Committee member shall simultaneously serve on the audit committees of more than three public companies (including the Company).

Committee members shall be appointed by the Board annually on the recommendation of the Governance and Nominating Committee; members shall serve until their successors shall be duly appointed and qualified. Members of the Committee may be removed at any time by action of the Board. Notwithstanding the foregoing, if a member no longer serves on the Board or ceases to be “independent,” such person shall immediately resign as a Committee member. The Committee’s Chair shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chair by vote of a 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 Exchange Act and New York Stock Exchange.

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

The Audit Committee shall meet at least four times per year on a quarterly basis or more frequently as circumstances require. Meetings may be held by conference telephone or other communications equipment in accordance with the General Corporation Law of the State of Delaware. The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. Briefing materials will be provided to the Committee as far in advance of meetings as practicable. The Committee may require members of Management, the Internal Audit Department, the independent auditors and others to attend meetings and to provide pertinent information at the Committee meeting. As part of its job to foster open communications, each regularly scheduled Committee meeting will end with the Committee meeting in executive session and the Committee may meet with Management, the head of the Internal Audit Department, and/or the Company's independent auditors during its executive session to discuss any matters that the Committee (or any of these groups) believes should be discussed privately.

Except as otherwise provided by this Charter or by applicable laws or regulations: (1) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication shall constitute a quorum for the transaction of business at all meetings of the Committee and (2) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present. Actions of the Committee may be taken by voice vote and a record thereof included in the minutes of the meeting, or may be taken by unanimous written consent by the members voting for the action. Any such unanimous consent may be delivered in counterparts. The Chair of the Committee will lead all Committee meetings. If the Chair of the Committee is absent from any meeting of the Committee, the remaining members of the Committee present at such meeting will select a member of the Committee who is present at the meeting to lead the meeting.

### **IV. Responsibilities and Duties**

The Audit Committee shall be responsible for the appointment, compensation, retention and oversight of the work of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company (which responsibilities shall include resolution of any disagreements between Management and the independent auditors regarding financial reporting); any such accounting firm shall report directly to the Committee. The Committee may consult with Management but shall not delegate these responsibilities.

To fulfill its responsibilities and duties, the Audit Committee shall:

With respect to the independent auditors:

1. Be solely responsible for the appointment, retention, compensation and oversight of the work of the independent auditors (including resolution of disagreements between Management and the

independent auditors) for the purpose of preparing their audit report or other work performed. Among other things, prior to initially engaging an independent audit firm, the Committee shall receive a written statement consistent with the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”) regarding the independent auditors’ communications with the audit committee concerning independence. The Committee shall review the qualifications and independence of the independent auditors and remove the independent auditors if circumstances warrant.

2. Have the sole authority to review in advance and grant any appropriate pre-approvals of (i) all auditing services to be provided by the independent auditors and (ii) all non-audit services to be provided by the independent auditors as permitted by Section 10A of the Exchange Act, and in connection therewith to approve all fees and other terms of engagement. Such pre-approvals shall be in accordance with the Committee’s Audit and Non-Audit Services Pre-Approval Policy, which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved. The Committee Chair has the authority to approve these services between meetings of the Committee and will review any such approvals with the Committee at the Committee meeting immediately following such approvals. The Audit and Non-Audit Services Pre-Approval Policy shall be reviewed and approved by the Audit Committee on an annual basis.
3. Review the performance of the Company’s independent auditors, including the performance of the lead audit partner, on at least an annual basis.
4. At least annually, review and discuss with the independent auditors all relationships the independent auditors have with the Company in order to evaluate the independent auditors’ continued independence. The Committee: (i) shall monitor the independent audit firm’s internal procedures to monitor their independence; (ii) shall ensure that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the PCAOB regarding independent auditors’ communications with the Audit Committee concerning independence) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; (iii) shall discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors including whether the auditors’ provision of permissible non-audit services is compatible with the auditors’ independence; and (iv) shall satisfy itself as to the independent auditors’ independence.
5. At least annually, obtain and review an annual report from the independent auditors describing (i) the independent auditors’ internal quality control procedures and (ii) any material issues raised by the most recent internal quality control review, peer review or PCAOB review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.
6. Ensure proper rotation of audit partners, as required by the rules of the SEC. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating

the independent auditors on a regular basis taking into account the independence, experience and qualifications on the incumbent relative to potential replacements.

7. Review all reports required to be submitted by the independent auditors to the Committee under Section 10A of the Exchange Act.
8. Review and discuss with the Company's independent auditors (i) all critical accounting policies and practices to be used in the audit, including critical audit matters; (ii) all alternative treatments of financial information within GAAP that have been discussed with Management; the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and Management.
9. Review the scope and plan of work to be done by the independent auditors for each fiscal year.

With respect to financial statements:

10. Review and discuss with Management and the independent auditors the Company's quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the independent auditors' review of the quarterly financial statements) prior to submission to stockholders, any governmental body, any stock exchange or the public.
11. Review and discuss with Management and the independent auditors the Company's annual audited financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations") prior to submission to stockholders, any governmental body, any stock exchange or the public.
12. Discuss with the independent auditors all matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC relating to the conduct of the audit, including any critical audit matters.
13. Recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's Annual Report on Form 10-K for filing with the SEC.
14. Report to the Company's stockholders in the Company's annual proxy statement, and review and approve any other Committee reports required by applicable securities laws or stock exchange listing requirements or rules. On an annual basis, the Committee shall also review and approve the Company's proxy statement disclosure with respect to audit and non-audit fees for services provided by the independent auditors.

Periodic and Annual Reviews:

15. Periodically review separately with each of Management, the independent auditors and the Internal Audit Department (i) any significant disagreement between Management and the independent auditors or the Internal Audit Department in connection with the preparation of the financial statements, (ii) any difficulties encountered during the course of the audit (including

any restrictions on the scope of work or access to required information), and (iii) Management's response to each.

16. Periodically discuss with the independent auditors, without Management being present (i) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements.
17. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the independent auditors, Management or the Internal Audit Department. Review with the independent auditors, Management and the Internal Audit Department, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
18. Together with the Governance and Nominating Committee, assist the Board in its oversight of legal and regulatory compliance. Review with Management, the independent auditors, the Internal Audit Department and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities with relevant jurisdiction. The Committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting and investor disclosures). As to all other areas of compliance ("non-financial compliance"), the Governance and Nominating Committee shall have oversight responsibilities in the first instance; however, the two committees shall meet jointly at least annually, and more frequently as circumstances require, to review the major non-financial compliance matters, including: overall state of compliance, significant legal or regulatory compliance exposure, and material reports or inquiries from regulators. In the event the Governance and Nominating Committee becomes aware of matters which in its judgment may affect the Company's financial statements, it shall promptly report such matters to the Committee in order to assist the Committee in its oversight of legal and regulatory matters pertaining to financial compliance.
19. Review at least annually with Management and the independent auditors the Company's significant accounting policies used in preparation of the Company's financial statements (including those policies for which Management is required to exercise discretion or judgments regarding the implementation thereof).

Discussions with Management:

20. Review and discuss with Management the Company's earnings press releases (including the use of non-GAAP financial information) as well as financial information and earnings guidance included therein.
21. Review and discuss with Management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with

unconsolidated entities or other persons that may have a material current or future effect on the consolidated financial statements and liquidity of the Company.

22. Inquire about the application of the Company's accounting policies and its consistency from period to period, and the compatibility of these accounting policies with GAAP, and (where appropriate) the Company's provisions for future occurrences which may have a material impact on the financial statements of the Company.
23. Review and discuss with Management the Company's major financial and certain major business risk exposures (including those related to cybersecurity and data privacy, which shall be discussed regularly with the Chief Information Security Officer) and the steps Management has taken to monitor and control such exposures (including Management's risk assessment, risk management policies and use of third party advisors).
24. Review and discuss with Management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.
25. Obtain explanations from Management for unusual variances in the Company's annual financial statements from year to year, and review annually the independent auditors' letter of the recommendations to Management if issued, and Management's response.

With respect to the internal audit function and internal controls:

26. Review the Internal Audit Department Charter and Mission Statement with the head of the Internal Audit Department and approve any changes.
27. Review and approve the annual audit plan and all major changes to the plan. Review the internal audit activity's performance relative to its plan.
28. Review with the head of the Internal Audit Department the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
29. Determine that there are no unjustified restrictions or limitations on the ability of the Internal Audit Department to perform its tasks independently and objectively.
30. Review and approve the appointment, performance, compensation, reassignment and replacement of the head of the Internal Audit Department, and review on an annual basis the performance of the Internal Audit Department.
31. In consultation with the independent auditors and the Internal Audit Department, review the independent auditors' and the Internal Audit Department's assessment of the adequacy of the Company's internal control structure and system, and the procedures designed to ensure compliance with laws and regulations.
32. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the

confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

33. Review (i) the internal control report prepared by Management, including Management's assessment of the effectiveness of the Company's internal control over financial reporting and (ii) the independent auditors' attestation and report, on their assessment of the effectiveness of the Company's internal control over financial reporting, in each case, as and when required by Section 404 of the Sarbanes-Oxley Act of 2002 and the SEC's rules thereunder.
34. Review with Management and the independent auditors any reports or disclosure submitted by Management to the Committee as contemplated by the Certifications required under Section 302 of the Sarbanes-Oxley Act of 2002 including a) significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize, and report financial data, and b) any fraud, whether or not material, that involves Management or other employees who have a significant role in the company's internal controls.

Other:

35. Review, evaluate and approve all related party transactions that require approval pursuant to the Company's Related Party Transactions Policy.
36. At least annually, review and update the Related Party Transactions Policy.
37. Pre-approve the hiring of any employee or former employee of the independent auditors who was a member of the Company's audit engagement team within the preceding two fiscal years. The Committee shall not approve the hiring of any individual for a financial reporting oversight role if such person is or was an employee of the independent auditor and was a member of the Company's audit engagement team within the preceding two fiscal years unless the Committee determines that the hiring of such individual is in the best interests of the Company's shareholders.
38. Review any Management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issue.
39. Review with Management and the independent auditors the sufficiency and quality of the Internal Audit Department staff and other financial and accounting personnel of the Company.
40. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee deems appropriate.
41. 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.

## **V. Performance Evaluation**

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

## **VI. Committee Resources**

The Audit Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Committee and to seek information it requires from the Company's employees, officers and directors. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall determine, and the Company shall provide, the extent of funding necessary for payment of compensation to the independent auditors for purpose of rendering or issuing the annual audit report and to any independent legal, accounting and other consultants retained to advise the Committee.

The Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

The Chair of the Committee shall report regularly to the Board regarding the activities and findings of the Committee and as otherwise requested by the Chairman of the Board.

## **VII. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.broadridge-ir.com/governance/governance-documents](http://www.broadridge-ir.com/governance/governance-documents).

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