

# **BROADRIDGE FINANCIAL SOLUTIONS, INC.**

## **Corporate Governance Principles**

### **I. Introduction:**

The Board of Directors (the “Board”) of Broadridge Financial Solutions, Inc. (the “Company”), acting on the recommendation of its Governance and Nominating Committee, has adopted these corporate governance principles to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board and its committees, individual directors and management should perform their functions.

### **II. Board Functions:**

In addition to its general oversight of management, the Board also performs a number of specific functions, which may be carried out by a committee of the Board, including:

1. electing, evaluating and compensating the Chief Executive Officer (“CEO”) and overseeing CEO succession planning;
2. providing counsel and oversight on the selection, evaluation, development, compensation and succession planning of corporate officers;
3. Board succession planning, including selecting nominees for election by the shareholders and electing directors to the Board to fill vacancies;
4. overseeing, reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies and major corporate actions;
5. assessing major risks facing the Company and reviewing options for their mitigation;
6. providing counsel and oversight of the Company’s management of environmental, social and governance (“ESG”) matters, including diversity, equity and inclusion matters, and the Company’s relationships with stakeholders; and
7. ensuring processes are in place for maintaining the integrity of the Company, including with respect to its financial statements, compliance with law and ethical tenets.

### **III. Board Issues:**

#### **A. Membership:**

##### **1. Size of Board.**

Absent special circumstances, the Board should consist of between 8 and 12 members, unless otherwise determined by the board.

2. Mix of Directors; “Independent” Directors.

At least two-thirds of the directors shall satisfy the independence requirements of the New York Stock Exchange, or any other applicable regulatory authority.

The Board believes that management directors should comprise no more than 25% of the entire Board.

3. Board Membership Criteria.

The Board seeks to have a diverse composition, which could include members with diverse backgrounds and perspectives, including diverse professions, race, culture, ethnicity, gender and sexual orientation, that combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make. Directors should plan to make a significant time commitment to the Company. Directors who also serve as CEOs of public companies should not serve on more than two public company boards. Other directors should not serve on more than four boards of public companies. Audit Committee members shall not serve on more than three public company audit committees.

4. New Directors.

The Governance and Nominating Committee will recommend candidates to the Board, which is responsible for selecting the nominees for election by the shareholders and for appointing directors to the Board to fill vacancies. Directors are elected annually by stockholders at the Annual Meeting of Stockholders. The Governance and Nominating Committee will maintain an orientation program for new directors and educational programs for incumbent directors. This program will include an overview of the business, the industry, risks and opportunities, strategy and corporate development and include introductions to senior management. The new director will receive presentations by subject matter experts relevant to their responsibilities. SEC filed documents, corporate governance materials and Company policies and procedures will be provided. Directors are also encouraged to participate in relevant continuing education and educational programs through industry and professional organizations.

5. Retirement; Resignation.

a. Term Limits.

The Board does not favor term limits for directors, but instead believes that it is important for the Company and stockholders to monitor overall Board performance and make adjustments as necessary to address any concerns.

b. Retirement Policy.

The Board cannot nominate a director to serve on the Board after the director is 72 years old or older; provided that this provision will not apply to directors who have served on the Board for less than eight years. This mandatory retirement age would apply only after a director has reached their eight-year anniversary on the Board. The Governance and Nominating Committee can vote to waive, on an annual basis, or continue to waive, the mandatory retirement age of such person as a director. In the event the Governance and Nominating Committee votes to approve the director's continued service on the Board, such director shall communicate to the Chair of the Governance and Nominating Committee (or, in the case of the Chair of the Governance and Nominating Committee, to the Chairman of the Board), in advance of each subsequent annual determination by the Board of the nominees to be submitted to stockholders for election as directors at the Annual Meeting of Stockholders, an offer not to stand for re-election. The Board shall then determine whether to accept such director's offer.

c. Resignation Policy - Management Directors.

Management directors shall offer to resign from the Board upon their resignation, removal or retirement as an officer of the Company. The Governance and Nominating Committee shall review the director's continuation on the Board and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

d. Directors Changing Their Present Job Responsibilities.

The Board expects directors to offer to resign from the Board upon a change in their business position including, without limitation, retirement or resignation from the position on which their original nomination was based. The Governance and Nominating Committee shall review the director's continuation on the Board and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

B. **Conduct:**

1. **Board Meetings.**

a. **Selection of Agenda Items and Executive Sessions.**

The Chairman of the Board, with input from the CEO and/or Lead Independent Director, should establish the agenda for Board meetings. The non-management directors of the Board will meet in executive session during each of the Board's regularly scheduled meetings without any management directors and any other members of the Company's management who may otherwise be present. An independent Chairman shall preside at the executive sessions. In the absence of an independent Chairman, the Lead Independent Director, if one shall have been designated, shall preside at executive sessions. Any Lead Independent Director appointed by the Board must satisfy the independence requirements of the New York Stock Exchange and any other applicable regulatory authority. In the absence of the Lead Independent Director, the independent directors will designate, and publicly disclose the name of the director, who will preside at the executive sessions.

If a Lead Independent Director is designated, such Lead Independent Director's responsibilities and powers shall include:

- presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- serving as liaison between the Chairman of the Board and the independent directors;
- approving meeting schedules, agendas and materials for the Board;
- having the authority to call meetings of the independent directors; and
- if requested by major stockholders, ensuring his or her availability for consultation and direct communication.

b. **Distribution of Materials.**

The Company shall distribute, sufficiently in advance of

meetings to permit meaningful review, written materials for use at Board meetings.

c. Attendance of Non-Directors.

The Board believes that attendance of key executive officers augments the meeting process.

d. Number of Meetings; Attendance and Preparation.

The Board shall hold at least five meetings per year. Directors are expected to attend all meetings and to have, prior to the meetings, reviewed all written meeting materials distributed to them in advance. Directors are expected to be present at all meetings, whether in-person or hybrid (with one or more directors joining remotely via video or telephone conference), unless a waiver is granted by the Chairman of the Board in each instance. Directors are expected to attend the Annual Meeting of Stockholders.

2. Conflicts of Interest.

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of such a conflict. The Company annually solicits information from directors in order to monitor potential conflicts of interest and directors are expected to be mindful of their fiduciary obligations to the Company. Directors are expected to adhere to and comply with the Code of Business Conduct and Ethics in all respects. In addition, the Board has adopted the Related Party Transactions Policy which sets forth the policy and procedures governing the notification, review, approval, ratification and disclosure of Related Party Transactions (as defined therein) involving the Company. Directors are expected to adhere to and comply with the Related Party Transactions Policy in all respects.

3. Consulting Agreements with Directors.

The Board believes that the Company should not enter into paid consulting arrangements with outside directors or their employers, without obtaining the Board's approval. Such consideration shall be made in accordance with the procedures of the Related Party Transactions Policy, and approval may, in appropriate circumstances, be granted on an annual basis.

4. Stock Ownership Guidelines and Holding Period Requirements for Directors.

The Board has established stock ownership guidelines and holding

period requirements for non-management directors of the Company. The ownership guidelines provide that each non-management director is expected to accumulate an amount of the Company's common stock at least equal in value to 10 times their annual cash retainer. Stock option awards and phantom stock will not count as shares of common stock for purposes of this calculation. Deferred stock units ("DSUs") count towards the stock ownership multiple. There is no time period in which the directors are required to achieve the stock ownership multiple.

The stock holding period guidelines require each non-management director to hold at least 50% of the shares received upon exercise of stock options, net of exercise price, tax liability, and transaction costs ("Net Profit Shares") until the 10 times annual retainer ownership level is reached. After the 10 times annual retainer ownership level is reached, non-management directors must continue to hold at least 50% of future Net Profit Shares for one year.

5. Compensation Review.

The Compensation Committee will annually review, and (when it deems appropriate) recommend to the full Board changes in, director compensation and benefits with equity ownership in the Company encouraged. Only non-employee directors shall receive compensation for service as directors.

6. Assessing Board and Committee Performance.

The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Board's self-evaluation shall be based, in part, on the Governance and Nominating Committee's assessment procedures, which may include an assessment questionnaire. The Board may elect to have the evaluation conducted from time to time by a third party approved by the Committee.

7. Access to Senior Management.

Board members have complete and open access to senior members of management. The CEO shall invite key employees to attend Board sessions at which the CEO believes they can meaningfully contribute to Board discussion.

8. Communication with Third Parties.

Directors should not speak with shareholders, press, analysts or other third party constituencies regarding Company matters without first coordinating with the CEO, Chairman of the Board and Lead

Independent Director (if appointed). Any disagreements between the director and the CEO, Chairman of the Board and Lead Independent Director regarding whether such third party communications are appropriate or on any related issue shall be discussed with the full Board.

Shareholders and other interested parties may send communications to the Board or to any individual director by forwarding such communications to the care of the Corporate Secretary, Broadridge Financial Solutions, Inc., 5 Dakota Drive, Lake Success, NY 11042.

9. Confidentiality.

The proceedings, deliberations and actions of the Board and its committees, including materials delivered or presented to the directors, are highly confidential and sensitive. Directors must maintain the confidentiality of such proceedings, deliberations, actions and materials, and refrain from discussing any such matters with anyone outside the Board (other than Company personnel who participated in the Board deliberations or who were otherwise informed, or authorized to be informed, by the Board).

10. Board Resources.

The Board shall have the authority to obtain advice and seek assistance from internal and external legal, accounting, and other advisors and consultants. The Board shall determine the extent of funding necessary for the payment of compensation to any advisor and/or consultant retained to advise it.

**IV. Committee Issues:**

1. Board Committees; Committee Charters.

The Board currently has the following three committees: the Audit Committee; the Compensation Committee; and the Governance and Nominating Committee. The Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall each consist of three or more directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange, any other applicable regulatory requirements and, (i) in the case of the Audit Committee, the financial literacy, experience and independence requirements of Section 10A of the Securities Exchange Act of 1934 and (ii) in the case of the Compensation Committee, the independence requirements of Section 10C of the Securities Exchange Act of 1934.

Each committee shall meet in executive session during each of its regularly scheduled meetings.

The Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall each have appropriate written charters. These committee charters 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).

2. Rotation of Committee Assignments and Chairs.

Committee assignments and the designation of committee Chairs should be based on the director's knowledge, interests and areas of expertise. Board members and Chairs should be rotated if rotation is likely to increase committee performance.

3. Frequency of Committee Meetings; Attendance.

The Audit Committee has eight regularly scheduled meetings each year. The Compensation Committee has six regularly scheduled meetings each year. The Governance and Nominating Committee has four regularly scheduled meetings each year. In addition to regularly scheduled meetings, Committee meetings may be called by the Chair of the Committee or a majority of the members of the Committee. Committee members are expected to be present at all meetings, whether in-person or hybrid (with one or more committee members joining remotely via video or telephone conference), unless a waiver is granted by the applicable committee Chair or the Chairman of the Board in each instance.

**V. Duties and Responsibilities of the Committees:**

1. Audit Committee.

The Audit Committee has the powers and responsibilities set forth in its Charter (which is available on the Company's website at [www.broadridge-ir.com/governance/governance-documents](http://www.broadridge-ir.com/governance/governance-documents)). The role of the Audit Committee is oversight; the members of the Audit 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 Audit 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 and applicable rules and regulations. These are the responsibilities of management and the Company's independent auditors.



## 2. Compensation Committee.

The Compensation Committee shall have the powers and responsibilities set forth in its Charter (which is available on the Company's website at [www.broadridge-ir.com/governance/governance-documents](http://www.broadridge-ir.com/governance/governance-documents)). In connection with its responsibility for developing managerial succession plans, the Compensation Committee will review, at least annually, with both the Company's CEO and Board the then current succession plans for the Company's senior executives (including the succession plan covering the retirement and/or unexpected unavailability of the Company's CEO).

## 3. Governance and Nominating Committee.

The Governance and Nominating Committee shall have the powers and responsibilities set forth in its Charter (which is available on the Company's website at [www.broadridge-ir.com/governance/governance-documents](http://www.broadridge-ir.com/governance/governance-documents)). In connection with its responsibilities to generally advise the Board on corporate governance matters, the Governance and Nominating Committee may, from time to time, provide educational materials to keep the Board current on corporate governance issues and relevant business trends and invite recognized experts and thought leaders to make presentations to the Board on current trends in the field of corporate governance.

## VI. **Other Principles:**

### 1. Confidential Voting.

The Board has adopted a policy whereby stockholders' proxies are received by the Company's tabulators and the vote is certified by independent inspectors of election. To the extent the Company's Investor Communication Solutions ("ICS") division acts as the Company's tabulator, ICS associates shall be instructed by the Company's management to keep confidential from the Company's management and directors proxies and ballots that identify the vote of individual stockholders, except (a) as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company, (b) in the case of a contested proxy solicitation, (c) if a stockholder makes a written comment on the proxy card or otherwise communicates his or her vote to management, or (d) to allow the independent inspectors of election to certify the results of the vote.

### 2. Diversity.

The Board believes a talented and diverse workforce is a key competitive advantage. Accordingly, our policy is that management is strongly encouraged to develop a diverse population of associates with diverse backgrounds and perspectives, including diverse professions, race, culture, ethnicity, gender and sexual orientation.

3. Disclosure of Corporate Governance Principles.

These Corporate Governance Principles 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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