<u>BROADRIDGE FINANCIAL SOLUTIONS, INC.</u>

Corporate Governance Principles

I. <u>Board Issues</u>:

A. ***<u>Membership</u>:***

1. <u>Size of Board</u>.

   The Board's optimum size is 8-12 members.

2. <u>Mix of Directors; "Independent" Directors</u>.

   A majority of the Directors shall satisfy the independence requirements of Section 10A of the Securities Exchange Act of 1934, the New York Stock Exchange and any other regulatory authority.

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

3. <u>Board Membership Criteria</u>.

   The Board seeks members from diverse professional, racial, cultural, ethnic and gender backgrounds that combine a broad spectrum of experience and expertise with a reputation for integrity. Exceptional candidates who do not meet all of these criteria may still be considered. 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.

4. <u>New Directors</u>.

   The Governance and Nominating Committee has, as one of its responsibilities, the recommendation of Director candidates to the full Board. The Governance and Nominating Committee will maintain an orientation program for new Directors.

5. <u>Retirement; Resignation</u>.

   a. *<u>Term Limits</u>.*

      The Board does not favor term limits for Directors, but believes that it is important to monitor overall Board performance.

b. *Retirement Policy*.

No person shall be nominated by the Board to serve as a Director after he or she has passed his or her 72nd birthday, unless the Governance and Nominating Committee has voted, on an annual basis, to waive, or continue to waive, the mandatory retirement age of such person as a Director.

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.

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 from the position on which their original nomination was based.

B. ***Conduct:***

1. Board Meetings.

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

The Chairman, with input from the Chief Executive Officer and Lead 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. The independent Chairman shall preside at the executive sessions. In the absence of the independent Chairman, the Lead Director, if one shall have been designated, shall preside at the executive sessions. In the absence of the Lead Director, the independent Directors will designate, and publicly disclose the name of the Director, who will preside at the executive sessions.

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 of Directors shall hold a minimum of 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 physically present at all meetings unless a waiver is granted by the Chairman of the Board in each instance. In the absence of any such waiver, conference telephone, video conference, or similar communication equipment attendance at a meeting will generally only be permitted if it is necessary to constitute a quorum.

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 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.

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 approval may, in appropriate circumstances, be granted on an annual basis.

4. Stock Ownership Guidelines for Directors.

The Board has established stock ownership guidelines for directors of the Company. The ownership guidelines are two times the annual cash retainer for non-management directors. Deferred Stock Units, shares beneficially owned by direct family members, shares held by a 401(k) plan or other savings plan, and vested in-the-money stock options may be used to satisfy the ownership guidelines. Directors have five years from the date on which they become directors to comply with these guidelines.

In addition to the ownership guidelines, the Board has established stock holding period guidelines for directors of the Company. The stock holding period guidelines require each non-employee director to retain 100% of the net profit shares realized after the exercise of stock options until such director no longer serves on the Board.

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.

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 a Governance and Nominating Committee's assessment questionnaire.

7. Access to Senior Management.

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

8. Interaction with Third Parties.

The Board believes that management should speak for the Company and that the Chairman should speak for the Board.

9. Confidentiality.

The Board believes maintaining confidentiality of information and deliberations is an imperative.

10. Board of Directors' Resources.

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

II. **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 (and, in the case of the Audit Committee, the financial literacy and experience) requirements of Section 10A of the Securities Exchange Act of 1934, the New York Stock Exchange and any other regulatory requirements.

   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 Web site at: "www.broadridge.com."

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 four regularly scheduled meetings each year. The Compensation Committee has three regularly scheduled meetings each year. The Governance and Nominating Committee has three regularly scheduled meetings each year. Committee members are expected to be physically present at all meetings. Conference telephone, video conference or similar communication equipment attendance at a meeting will generally only be permitted if it is necessary to constitute a quorum or if otherwise approved by the applicable Committee chairperson or the Chairman of the Board.

III. **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 Web site at "www.broadridge.com"). 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 Web site at "www.broadridge.com"). In connection with its responsibility for developing managerial succession plans, the Compensation Committee will review, at least annually, with both the Company's chief executive officer and Board of Directors 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 chief executive officer).

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 Web site at "www.broadridge.com"). In connection with its responsibilities to generally advise the Board on corporate governance matters, the Governance and Nominating Committee will, from time to time, invite recognized experts and thought leaders to make presentations at its meetings on current trends in the field of corporate governance.

IV. 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 as necessary to meet legal requirements.

2. Diversity.

The Board believes a talented and diverse workforce is a key competitive advantage. Accordingly, the Board has adopted a policy whereby management is strongly encouraged to seek out and retain associates from diverse ethnic, sexual and racial backgrounds.

3. Disclosure of Corporate Governance Principles.

   These Corporate Governance Principles will be made available on the Company's Web site at "www.broadridge.com."