Årsredovisning

för

Broadridge Sweden Holdings AB

559301-7386

Räkenskapsåret

2021-07-01 - 2022-06-30

Fastställelseintyg

Jag intygar att resultaträkningen och balansräkningen har fastställts på årsstämma 2022-12-23.
Årsstämman beslöt att godkänna styrelsens förslag till vinstdisposition.
Jag intygar att innehållet i dessa elektroniska handlingar överensstämmer med originalen och att originalen undertecknats av samtliga personer som enligt lag ska underteckna dessa.

Elektroniskt underskriven av:

Jessica Hansson, Styrelseledamot
2023-01-13

Styrelsen för Broadridge Sweden Holdings AB avger följande årsredovisning för räkenskapsåret 2021-07-01 - 2022-06-30.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i hela kronor (kr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Broadrigde Sweden Holdings AB är ett holdingbolag. Bolaget ägs till 100% av Broadridge Securities Processing Solutions LLC, org.nr 22-2640844, med säte i New Jersey, USA, se not 2.

Företaget har sitt säte i Stockholm.

Väsentliga händelser under räkenskapsåret

Under året fusionerades Itiviti Holding AB, Itiviti AB, Itiviti PreferenceCo AB och Itiviti Group Holding AB genom en uppströmsfusion, vilket lämnade Broadridge Sweden Holding AB och Broadridge Trading and Connectivity Solutions AB (tidigare Itiviti Group AB) som de kvarstående enheterna.

Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer

Företaget kommer fortsätta sin verksamhet som ett holdingbolag. Företagets finansiella prestation drivs primärt av dess dotterbolags resultat och dess förmåga att betala framtida utdelningar.

Flerårsöversikt (Tkr)	**2021/22**	**2021** (5 mån)
Nettoomsättning	0	0
Resultat efter finansiella poster	102 669	-7 036 584
Balansomslutning	10 001 808	10 171 957
Soliditet (%)	86,3	91,0

Förändringar i eget kapital

	Aktie-kapital	Balanserat resultat	Årets resultat	Totalt
Belopp vid årets ingång 2021-07-01	65 721	16 297 742 439	-7 038 791 709	**9 259 016 451**
Disposition enligt beslut av årsstämman:				
Utdelning		-269 040 409		**-269 040 409**
Balanseras i ny räkning		-7 038 791 709	7 038 791 709	**0**
Fusionsresultat		-466 575 096		**-466 575 096**
Årets resultat			109 551 757	**109 551 757**
Belopp vid årets utgång	**65 721**	**8 523 335 225**	**109 551 757**	**8 632 952 703**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	8 523 335 225
årets vinst	109 551 757
	8 632 886 982
disponeras så att	
i ny räkning överföres	8 632 886 982
	8 632 886 982

Styrelsen föreslås bemyndigas att besluta om tidpunkt då utdelningen skall betalas.

Styrelsen anser att förslaget är förenligt med försiktighetsregeln i 17 kap. 3 § aktiebolagslagen enligt följande redogörelse: Styrelsens uppfattning är att vinstutdelningen är försvarlig med hänsyn till de krav verksamhetens art, omfattning och risk ställer på storleken på det egna kapitalet, bolagets konsolideringsbehov, likviditet och ställning i övrigt.

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

Resultaträkning

	Not	2021-07-01 -2022-06-30	2021-02-12 -2021-06-30 (5 mån)
Rörelsens intäkter			
Övriga rörelseintäkter		8 496	0
Rörelsens intäkter		**8 496**	**0**
Rörelsens kostnader			
Övriga externa kostnader	3	-459 334	0
		-459 334	**0**
Rörelseresultat		**-450 838**	**0**
Finansiella poster			
Resultat från andelar i koncernföretag	5	121 105 350	-7 047 300 698
Övriga ränteintäkter och liknande resultatposter	6	0	19 095 005
Räntekostnader och liknande resultatposter	7	-17 985 235	-8 378 392
Summa finansiella poster		**103 120 115**	**-7 036 584 085**
Resultat efter finansiella poster		**102 669 277**	**-7 036 584 085**
Bokslutsdispositioner	8	7 038 421	0
Resultat före skatt		**109 707 698**	**-7 036 584 085**
Skatt på årets resultat	9	-155 941	-2 207 624
Årets resultat		**109 551 757**	**-7 038 791 709**

Balansräkning

	Not	2022-06-30	2021-06-30
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	10, 11	10 000 000 000	10 171 890 799
		10 000 000 000	**10 171 890 799**
Summa anläggningstillgångar		**10 000 000 000**	**10 171 890 799**
Omsättningstillgångar			
Kortfristiga fordringar			
Övriga fordringar		0	65 723
		0	**65 723**
Kassa och bank		1 808 382	0
Summa omsättningstillgångar		**1 808 382**	**65 723**
SUMMA TILLGÅNGAR		**10 001 808 382**	**10 171 956 522**

Balansräkning

	Not	2022-06-30	2021-06-30
EGET KAPITAL OCH SKULDER			
Eget kapital	12, 13		
Bundet eget kapital			
Aktiekapital		65 721	65 721
		65 721	**65 721**
Fritt eget kapital			
Balanserad vinst eller förlust		8 523 335 225	16 297 742 439
Årets resultat		109 551 757	-7 038 791 709
		8 632 886 982	**9 258 950 730**
Summa eget kapital		**8 632 952 703**	**9 259 016 451**
Kortfristiga skulder			
Leverantörsskulder		260 000	0
Skulder till koncernföretag		1 366 556 143	910 732 447
Aktuella skatteskulder		2 039 536	2 207 624
Summa kortfristiga skulder		**1 368 855 679**	**912 940 071**
SUMMA EGET KAPITAL OCH SKULDER		**10 001 808 382**	**10 171 956 522**

Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

Bolaget har under räkenskapsåret bytt funktionell valuta från EUR till SEK. Jämförelsetalen har räknats om till SEK från EUR.

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Intäktsredovisning
Ersättning i form av ränta, royalty eller utdelning redovisas som intäkt när det är sannolikt att företaget kommer att få de ekonomiska fördelar som är förknippade med transaktionen och när inkomsten kan beräknas på ett tillförlitligt sätt.

Ränta redovisas som intäkt enligt den så kallade effektivräntemetoden. Royalty periodiseras i enlighet med den aktuella överenskommelsens ekonomiska innebörd. Utdelning redovisas som intäkt när företagets rätt till betalning är säkerställd.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Fusion
Fusionen mellan dotterföretaget och moderföretaget har redovisats i enlighet med Bokföringsnämndens allmänna råd (BFNAR 2020:5) om redovisning av fusion.

Nyckeltalsdefinitioner

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Not 2 Uppgifter om moderföretag

Bolaget ägs till 100% av Broadridge Securities Processing Solutions LLC, org.nr 22-2640844, med säte i New Jersey, USA. Bolagets
ultimata moderbolag, vilka också upprättar koncernredovisningen, är Broadridge Financial Solutions, Inc. org nr. 33-1151291 med
säte i New York, USA. Med hänvisning till ÅRL 7:2 upprättar Broadridge Sweden Holding AB ingen koncernredovisning.

Not 3 Arvode till revisorer

Med revisionsuppdrag avses granskning av årsredovisningen och bokföringen samt styrelsens förvaltning, övriga arbetsuppgifter som
det ankommer på bolagets revisor att utföra samt rådgivning eller annat biträde som föranleds av iakttagelser vid sådan granskning
eller genomförandet av sådana övriga arbetsuppgifter.

Not 4 Anställda och personalkostnader

Bolaget har inte haft några anställda och några löner har ej utbetalats.

Not 5 Resultat från andelar i koncernföretag

	2021-07-01 -2022-06-30	**2021-02-12 -2021-06-30**
Erhållna utdelningar	121 105 350	0
Nedskrivningar	0	-7 047 300 698
	121 105 350	**-7 047 300 698**

Not 6 Övriga ränteintäkter och liknande resultatposter

	2021-07-01 -2022-06-30	**2021-02-12 -2021-06-30**
Ränteintäkter från koncernföretag	0	6 524 479
Kursdifferenser	0	12 570 526
	0	**19 095 005**

Not 7 Räntekostnader och liknande resultatposter

	2021-07-01 -2022-06-30	**2021-02-12 -2021-06-30**
Räntekostnader till koncernföretag	-12 423 965	-8 378 392
Kursdifferenser	-5 483 526	0
Övriga räntekostnader	-77 744	0
	-17 985 235	**-8 378 392**

Not 8 Bokslutsdispositioner

	2021-07-01 -2022-06-30	2021-02-12 -2021-06-30
Erhållna koncernbidrag	7 038 421	0
	7 038 421	**0**

Not 9 Aktuell och uppskjuten skatt

	2021-07-01 -2022-06-30	2021-02-12 -2021-06-30
Skatt på årets resultat		
Aktuell skatt	-155 941	-2 207 624
Totalt redovisad skatt	**-155 941**	**-2 207 624**

Avstämning av effektiv skatt

		2021-07-01 -2022-06-30		2021-02-12 -2021-06-30
	Procent	**Belopp**	**Procent**	**Belopp**
Redovisat resultat före skatt		109 707 698		-7 036 584 085
Skatt enligt gällande skattesats	20,60	-22 599 786	20,60	1 449 536 322
Ej avdragsgilla kostnader		-2 503 857		-1 451 743 946
Ej skattepliktiga intäkter		24 947 702		0
Redovisad effektiv skatt	**0,14**	**-155 941**	**-0,03**	**-2 207 624**

Not 10 Andelar i koncernföretag

	2022-06-30	2021-06-30
Ingående anskaffningsvärden	17 219 191 493	0
Inköp	0	15 365 838 745
Lämnade aktieägartillskott	0	1 853 352 752
Fusion	-171 890 795	0
Utgående ackumulerade anskaffningsvärden	**17 047 300 698**	**17 219 191 497**
Ingående nedskrivningar	-7 047 300 698	0
Årets nedskrivningar	0	-7 047 300 698
Utgående ackumulerade nedskrivningar	**-7 047 300 698**	**-7 047 300 698**
Utgående redovisat värde	**10 000 000 000**	**10 171 890 799**

Under året fusionerades Itiviti Holding AB, Itiviti AB, Itiviti PreferenceCo AB och Itiviti Group Holding AB genom uppströmsfusion, vilket lämnade Broadridge Sweden Holding AB och Broadridge Trading and Connectivity Solutions AB (tidigare
Itiviti Group AB) som de kvarstående enheterna.

Not 11 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar
Broadridge Trading and Connectivity Solutions AB	100%	100%	23 505 275

	Org.nr	Säte
Broadridge Trading and Connectivity Solutions AB	556313-4583	Stockholm

Not 12 Antal aktier och kvotvärde

Namn	Antal aktier	Kvot-värde
Antal Aktier	6 500	10,11
	6 500	

Not 13 Disposition av vinst eller förlust

	2022-06-30
Förslag till vinstdisposition	
Styrelsen föreslår att till förfogande stående vinstmedel:	
balanserad vinst	8 523 335 225
årets vinst	109 551 757
	8 632 886 982
disponeras så att	
i ny räkning överföres	8 632 886 982
	8 632 886 982

Not 14 Fusion

Följande koncernföretag har fusionerats med Broadridge Sweden Hoding AB under räkenskapsåret 2021/2022.
Fusionsdatum
2022-05-24.Itiviti Holding AB, 559097-5776Itiviti PreferenceCo AB, 559143-4476Itiviti Group Holding AB, 556873-5913Itiviti AB,
556871-8141Överföring av räkenskaperna har skett per 2022-05-24.

	2022-06-30	2021-06-30
Övriga rörelseintäkter	8 496	
Övriga externa kostnader	-7 416	
Övriga ränteintäkter	0	
Räntekostnader	-348 931	
Skatt på årets resultat	57 692	
	-290 159	

Not 15 Fusion

Itiviti Holding AB

Under året har Itiviti Holding AB med organisationsnummer 559097-5776 fusionerats med företaget. Resultat- och balansräkningsposterna i Itiviti Holding AB per fusionsdagen 2022-05-24 framgår nedan.

	Belopp per 2022-05-24
Övriga intäkter	8 495
Rörelseresultat	-1 000

Itiviti PreferenceCo AB

Under året har Itiviti PreferenceCo AB med organisationsnummer 559143-4476 fusionerats med företaget. Resultat- och
balansräkningsposterna i Itiviti PreferenceCo AB per fusionsdagen 2022-05-24 framgår nedan.

	Belopp per 2022-05-24
Nettoomsättning	0
Rörelseresultat	-2 352

Itiviti Group Holding AB

Under året har Itiviti Group Holding AB med organisationsnummer 556873-5913 fusionerats med företaget. Resultat- och
balansräkningsposterna i Itiviti Group Holding AB per fusionsdagen 2022-05-24 framgår nedan.

	Belopp per 2022-05-24
Nettoomsättning	0
Rörelseresultat	6 283

Stockholm 2022-12-22

Thomas Carey
Thomas Carey
Ordförande

Lara Courtney
Lara Courtney

Björn Johan Åke Häggström
Björn Johan Åke Häggström

Jessica Hansson
Jessica Hansson

Vår revisionsberättelse har lämnats 2022-12-22

Grant Thornton Sweden AB

Jarl Christian Elmgren
Jarl Christian Elmgren
Auktoriserad revisor

REVISIONSBERÄTTELSE

Till bolagsstämman i Broadridge Sweden Holdings AB, org.nr 559301-7386

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Broadridge Sweden Holdings AB för räkenskapsåret 2021-07-01 -- 2022-06-30.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Broadridge Sweden Holdings ABs finansiella ställning per den 30 juni 2022 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Broadridge Sweden Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Övriga upplysningar

Revisionen av årsredovisningen för räkenskapsåret 2021-02-12 -- 2021-06-30 har utförts av en annan revisor som lämnat en revisionsberättelse daterad 17 december 2021 med omodifierade uttalanden i Rapport om årsredovisningen.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ

till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

• identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.

• skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.

• utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.

• drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

• utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Broadridge Sweden Holdings AB för räkenskapsåret 2021-07-01 -- 2022-06-30 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Broadridge Sweden Holdings AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller

- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm 2022-12-22

Grant Thornton Sweden AB

Christian Elmgren
Christian Elmgren
Auktoriserad revisor

2022 ANNUAL REPORT

Broadridge®

Ready for Next

Powering Digital Transformation

Scaling a Global Fintech Leader

At-a-Glance

Broadridge provides the critical infrastructure that powers investing, corporate governance, and communications to enable better financial lives. Our technology-driven solutions drive digital transformation to help our clients get ahead of today's challenges to capitalize on what's next.

FISCAL YEAR 2022 RESULTS

RECURRING FEE REVENUE

$3.75B

▲ UP 16%

ADJUSTED EARNINGS PER SHARE

$6.46

▲ UP 14%

FISCAL 2023 ANNUAL DIVIDEND

$2.90

▲ UP 13%

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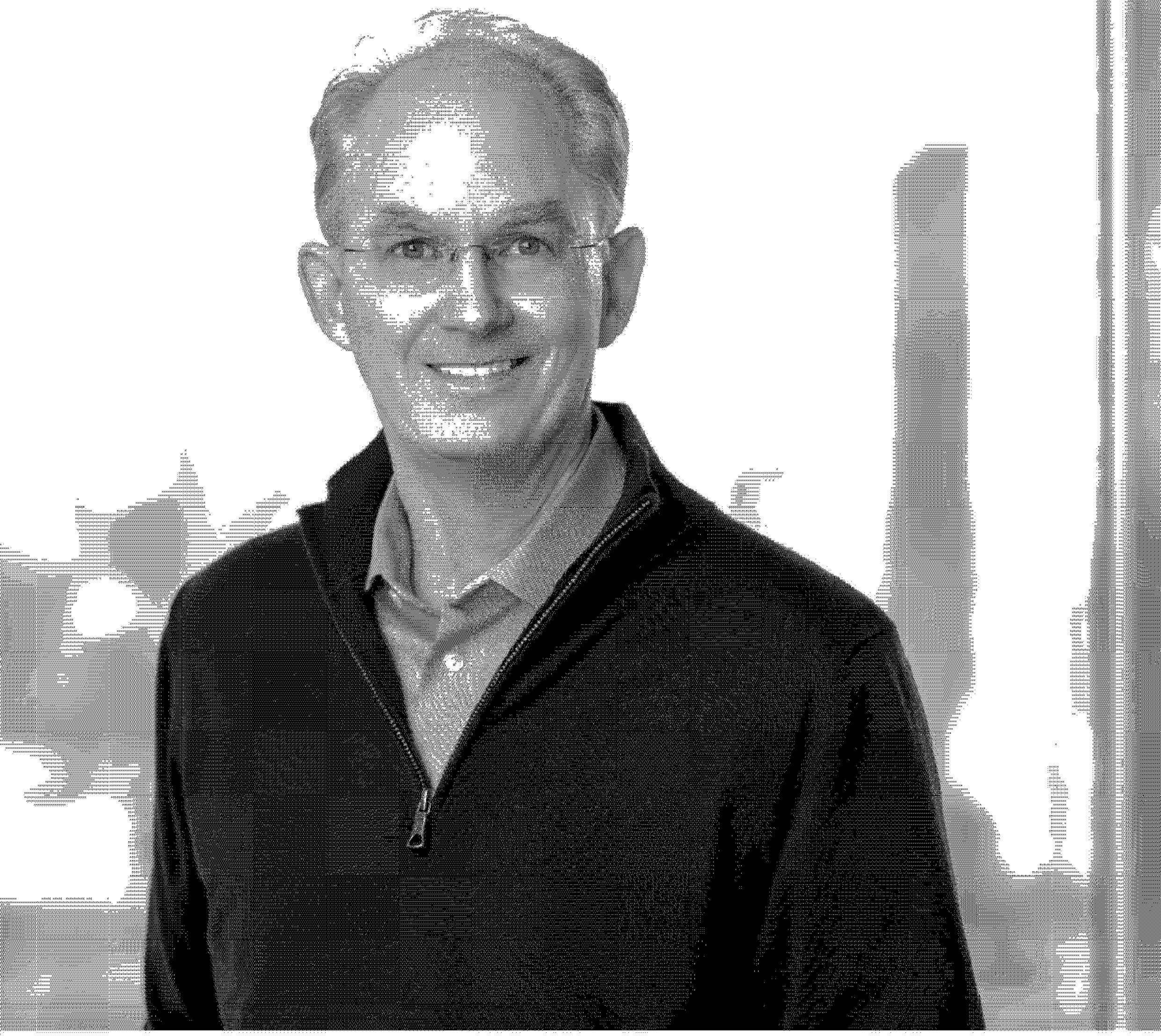
IBC Corporate Information



TIM GOKEY
Chief Executive Officer

"Our critical next-generation technologies and data are helping companies drive growth, improve efficiency, and make financial services better."

Dear Stockholders,

Entering fiscal year 2023, I have never been more excited about Broadridge's potential.

We are proud of our focus on long-term growth, and our strong fiscal year 2022 results position Broadridge to deliver at or above the higher end of our objectives for the three-year period ending in June 2023, including double-digit top- and bottom-line growth. We continue to benefit from attractive, multi-decade trends, and we are scaling a global fintech leader with a clear plan to help drive the digital transformation of our industry across our Governance, Capital Markets and Wealth & Investment Management franchises. In keeping with our long-term growth approach, we have maintained our disciplined capital allocation strategy, prioritizing investments in innovative platforms alongside a strong and growing dividend. Finally, we are pursuing this growth the right way, with the Service-Profit Chain and sustainability as foundations. As a result, we expect the combination of strong underlying trends, continued execution, and disciplined investments to drive growth in fiscal year 2023 and beyond, creating attractive long-term value for our clients, shareholders, and associates.

Another Strong Year

Fiscal year 2022 was another strong year for Broadridge. Recurring revenues increased 16%, Adjusted earnings per share rose 14%, and we marked the eleventh consecutive year of record Closed sales. Recurring revenues were driven by 9% organic growth, along with the successful integration and strong performance of our Itiviti acquisition. We again exceeded our annual Adjusted operating income margin expansion target, helping to drive earnings growth while continuing to reinvest in our business. Those strong results enabled us to raise our annual dividend by 13% for fiscal year 2023. Broadridge has now increased its dividend every year since becoming an independent company, including double-digit increases in 10 of the last 11 years.

SCALING A GLOBAL FINTECH LEADER ACROSS FINANCIAL SERVICES

$9T

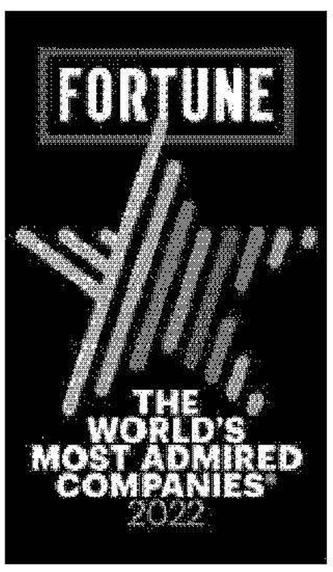
Powering $9 trillion per day in fixed income and equity trades

750M

Managing proxy voting for 750 million equity shareholder positions

7B

Distributing more than 7 billion critical communications each year



Recognized in the category of Financial Data Services.

The eighth consecutive year being recognized as a leading Fintech company.

Our performance reflects the strength and resilience of our business model and the consistent execution of our long-term growth plans, ensuring clients are *Ready for Next* by developing innovative, industry-leading solutions. Our critical next-generation technologies and data are helping companies drive growth, improve efficiency, and make financial services better. It's no coincidence that for the eighth consecutive year we have been named to the IDC FinTech Rankings and this year earned recognition as an IDC Rising Star.

Broadridge's solutions empower clients and investors as they look to engage in the market, participate in the governance process, and better their financial lives. Fiscal year 2022 was a year in which Broadridge achieved meaningful milestones across all three of our franchise businesses of Governance, Capital Markets, and Wealth & Investment Management, and we are building on this momentum in fiscal year 2023. Simply put, the value of the services we provide has never been greater.

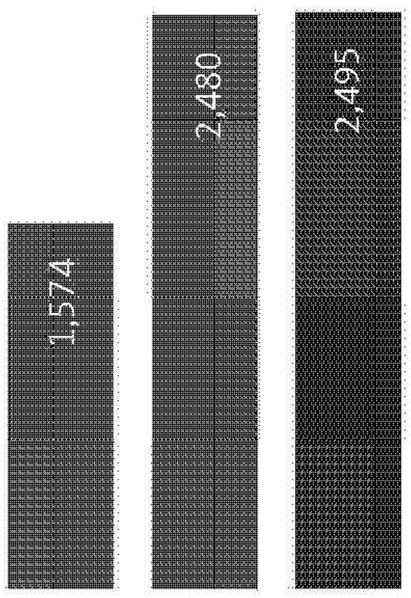
Attractive Long-Term Trends

Broadridge's growth continues to be driven by sustained, multi-decade market trends, including increased investor participation in financial markets and the ongoing digitization and transformation of the financial services industry. These trends remain strong even as we go through a period of increased economic uncertainty. From our unique position at the center of the equities, fixed income, and fund markets, we see that investors remain engaged and position growth remains robust. Facing ever-increasing competition and a surge in regulatory changes, broker and asset management clients continue to invest to digitize their businesses. Our clients across the globe continue to actively pursue industry solutions that address common needs and digital innovation in areas where they seek to differentiate. That gives us confidence in our ability to deliver continued growth in fiscal year 2023.

More broadly, the financial services industry is evolving at a rapid pace, and our clients continue to invest to meet the ever-changing demands of their customers who have come to expect speed, convenience, and a platform for their voices to be heard. Global banks today, the majority of which are Broadridge clients, spend over $200 billion in aggregate on technology and operations. As our clients face continued margin compression and market pressures, they are in greater need of the kinds of cost-efficient mutualized solutions we provide. Our deep financial services expertise, strong client relationships, and broad suite of technology-driven solutions position Broadridge to meet our clients' long-term needs.

DIGITIZING ANNUAL MEETINGS: ENHANCING VIRTUAL SHAREHOLDER MEETINGS (VSM)

Total number of meetings each fiscal year



DIGITIZING SHAREHOLDER VOTING

97%

of the voted shares were cast electronically through Broadridge's platforms for retail and institutional shareholders

86%

of equity proxies were processed digitally, reducing costs for our clients and lowering our industry's carbon footprint

A Clear Plan to Drive Digital Transformation

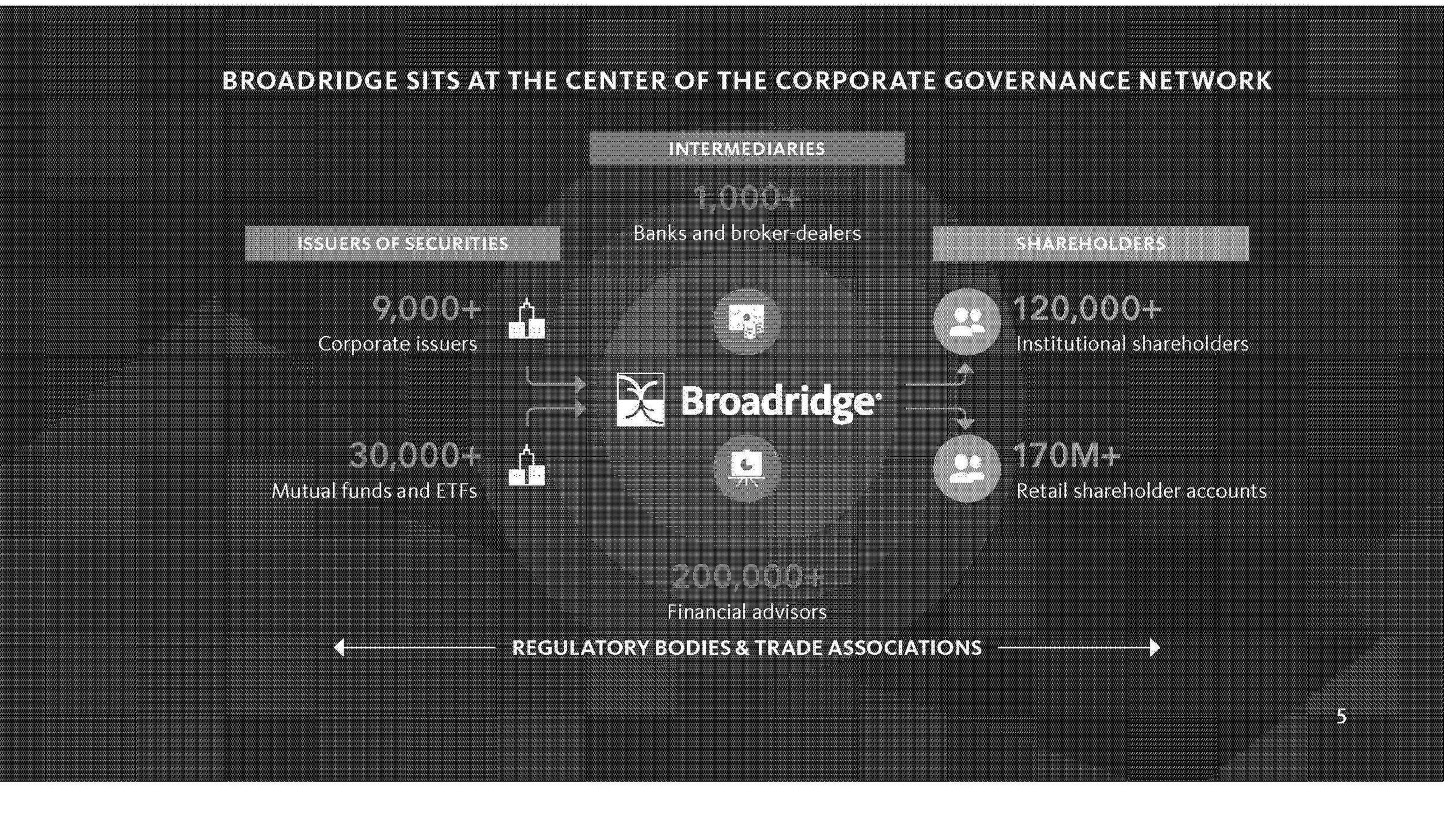
With these tailwinds at our back, Broadridge continues to power digital transformation. We are investing in talent, innovative solutions, and the underlying technology and data that will enhance the value of our platforms over time. We are executing a clear strategy to drive long-term growth: extending our Governance business by driving digital engagement; growing our Capital Markets capabilities by leveraging a suite of solutions covering the entire trade lifecycle; and building our Wealth & Investment Management franchise by delivering on the capabilities that make up our open wealth platform.

EXTENDING GOVERNANCE

We operate at the center of a governance network linking hundreds of broker-dealers and wealth managers, thousands of public companies, tens of thousands of funds and institutional investors, and tens of millions of individual investors. We are actively investing to extend our suite of services and drive digitization across that network. We are making it easier for investors to vote, lowering the cost of shareholder engagement, leveraging Broadridge's unmatched data and analytics capabilities.

In fiscal year 2022, Recurring revenues in our Investor Communication Solutions, or ICS, segment increased 11%, to $2.3 billion, driven by increased investor participation and revenue from new sales. Equity position growth, our measure of the number of positions held by public company shareholders, remained well above the historical trend at 18%. We also benefited from strong growth in the number of fund investors, with mutual fund and ETF position growth of 14%.

Importantly, we continue to deliver increased digitization across our regulatory communications business. Proxy digitization rates reached 86%, up from 81% two years ago. For funds, digitization was 78%, up from 69% two years prior.



Applied across approximately 2.2 billion shareholder communications, those changes generated tens of millions in incremental savings for issuers and funds. In addition, higher digitization rates also drive sustainability goals, reducing the need for paper and lowering greenhouse gas (GHG) emissions related to the distribution of printed materials.

Our growth is also propelled by the innovation we are delivering across the governance network. For our broker-dealer clients, we instituted end-to-end vote confirmation for nearly 3,000 public companies and have rolled out universal proxy functionality. For fund companies, we are making it possible for the world's largest fund manager to provide pass-through voting to its clients, we launched a new cloud-based European funds reporting platform, and we continue to grow our data and analytics solutions. For issuers, Broadridge has enabled increased investor engagement by upgrading our Virtual Shareholder Meeting platform serving almost 2,500 annual meetings. Our ProxyVote app was enhanced to include personal voting preference alerts and meeting results. Finally, we won a mandate to provide the core digital communications infrastructure for a tier one wealth manager, advancing our strategy of adding higher-margin digital revenue to our communications product line.

GROWING CAPITAL MARKETS

Broadridge continues to lead the way in driving trading innovation and enhancing efficiency across the capital markets trade lifecycle. Last year's acquisition of Itiviti, now named Broadridge Trading and Connectivity Solutions (BTCS), provides leading front-office capabilities that have meaningfully extended our franchise and deepened our client relationships. As a result, Capital Markets Recurring revenues increased 39% to $921 million, including 5% organic growth, as a result of the strong contribution from BTCS.

Our performance since acquiring BTCS in May 2021 has only strengthened our conviction in the strategic and financial benefits of the acquisition. The addition of BTCS's front office and connectivity solutions has added value to Broadridge clients across the trade lifecycle, and more clients are turning to Broadridge as a critical partner as they embark on the multi-year process of modernizing their trading infrastructure. BTCS has also significantly expanded our global footprint, with Broadridge's total revenue outside of North America increasing 60% since the close of the transaction. Financially, BTCS exceeded our year-one expectations for revenues and earnings, and we generated almost $10 million in combined revenue and cost synergies. Our incremental scale led to more than $30 million in Closed sales, giving us confidence that BTCS will generate strong growth in fiscal year 2023 and beyond.

Beyond BTCS, our organic growth continues to be driven by the addition of new clients to our global post-trade platform. We are also developing enterprise and network solutions, including our blockchain-enabled Distributed Ledger Repo solution, where average volume has increased to over $50 billion per day and is expected to continue to rise as new clients come on board.

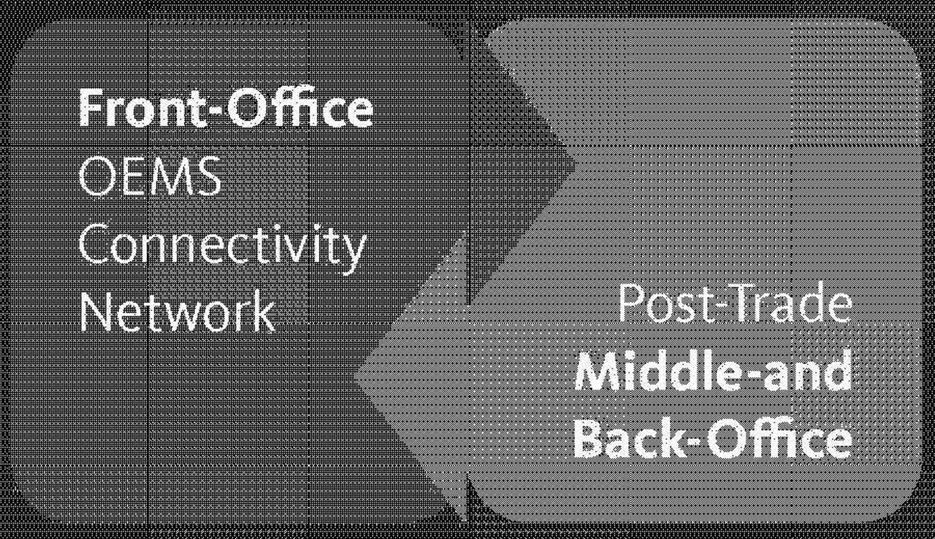
DIGITIZING CAPITAL MARKETS

$50B

Average daily volume across Broadridge's blockchain enabled Distributed Ledger Repo solution

DIGITALLY TRANSFORMING CAPITAL MARKETS

In 2021 Broadridge acquired Itiviti, enhancing its position as a global tech leader across the trade lifecycle. Itiviti has since been re-branded to Broadridge Trading and Connectivity Solutions (BTCS).



- Improves liquidity and price discovery, accelerates execution
- Increases automation, reduces inefficiencies, streamlines front-to-back technology
- Comprehensive suite of modular capabilities differentiate clients across the trade lifecycle

AWARD WINNING DIGITAL TRANSFORMATION

Recent Recognition of Innovative Technology and Transformation Efforts

2022 Goodacre's Systems in The City Awards

Best Global Proxy Voting Service Award

2022 Global Custodian Leaders in Custody Awards

Innovation Award for Global Proxy Voting

2022 WatersTechnology Sell-Side Technology Awards Winner

Best Outstanding Provider to the Sell-Side

2022 WatersTechnology Rankings Winner

Best Distributed-Ledger Technology Provider

2022 ETF News Technology Innovation Awards

Best Buy-Side Operations Outsourcing Solution

2022 Chartis RiskTech100 Awards-OpsTech

Fees & Commissions Category Award

2022 Chartis RiskTech100 Awards-OpsTech

Fixed-Income Support Services

BUILDING WEALTH & INVESTMENT MANAGEMENT

Within our Wealth & Investment Management franchise, Broadridge is incorporating next-generation technology to deliver new component solutions and develop an agile, modular, and open platform that will link the full suite of our capabilities. Wealth & Investment Management Recurring revenues increased 5% in fiscal year 2022 to $554 million. New sales more than offset the impact of lower trading volumes as we lapped the peak of the meme stock phenomenon in the second half of the year.

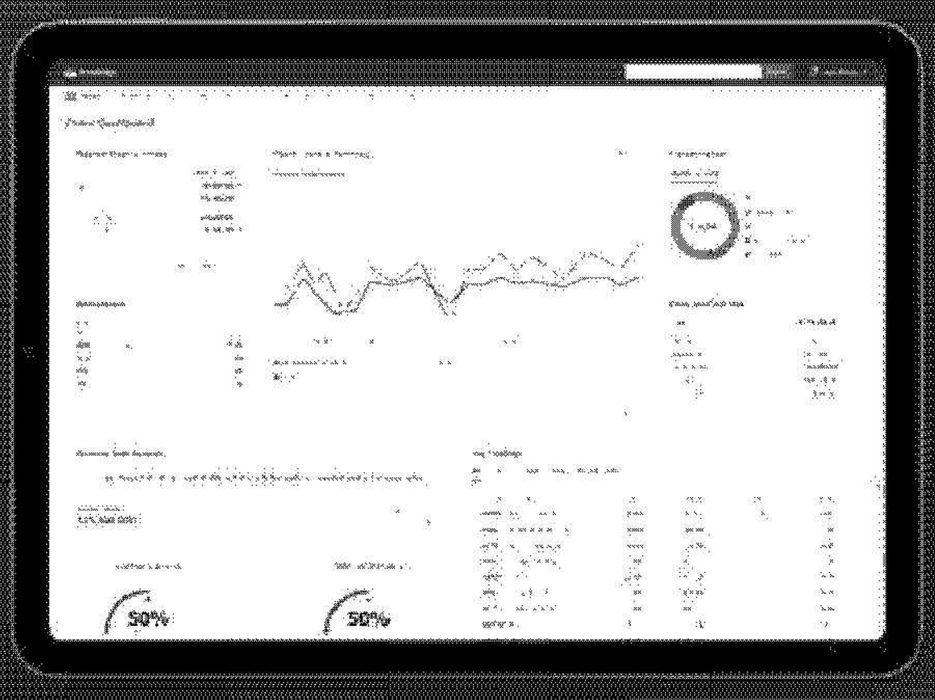
We are making meaningful progress in the development of the Broadridge Wealth Platform which will offer our clients a set of modular solutions linked by a common enterprise integration layer.

The platform enables clients to modernize key parts of their technology stack one step at a time with clear value at each step. We are on track to go live with our lead client in mid-calendar 2023. Our modular approach is drawing significant interest from other clients, and we expect it to drive increased sales in fiscal year 2023.

TRANSFORMING WEALTH MANAGEMENT

The Broadridge Wealth Management Platform

The Broadridge Wealth Platform is an open, component-based ecosystem that redefines wealth management technology. With a flexible, scalable platform powered by an aggregated data layer, it is designed to help firms drive innovation, perform more effectively at scale and deliver a digital, modernized client and advisor experience.



- Consolidated systems boost efficiency and enhance advisor productivity
- Common data layer captures, enriches and transforms data—providing a consistent and actionable client view
- Single unified workstation enables seamless integration of third party applications

RECOGNITION

2022 WEALTHTECH 100

Named to the WEALTHTECH 100 for innovation in wealth management

2022 Wealth Professional Awards

Canada Wealth Tech Services Provider of the Year

Sustainability is at Our Foundation

At Broadridge, doing well by doing good is integral to our focus on long-term growth. The Service-Profit Chain has always been the foundation of our success and our commitment to a sustainable approach. As a result, responsible environmental, social and governance (ESG) practices are built into our growth strategy and execution.

Fundamental to the Service-Profit Chain, we believe that delivering exceptional service and value to our clients and stakeholders requires us to develop and grow exceptional talent. Broadridge is committed to a diverse and inclusive workforce that attracts and retains the most talented associates in our industry, and we lead with action. For example, the cash incentive awards for our entire senior management team are all tied to a mandate to increase both client satisfaction and executive diversity.

Governance is, of course, our core business. We are focused on cultivating our own strong governance practices to foster a culture of integrity, sustainable business, and long-term shareholder value creation. Our independent, experienced, and diverse Board of Directors is the cornerstone of this commitment, and I am very pleased to welcome our latest new member, Eileen Murray, who brings a wealth of industry, technology, and regulatory experience to the Board. Eileen joins as part of a long-term approach to consistent Board renewal and refreshment.

Finally, we are making tangible progress in reducing our industry's and our own environmental footprint. As I mentioned earlier, we are reducing our industry's environmental impact by driving increased digitization of communications. We are also making progress on our own direct impact. As outlined later in this report, we have enhanced our environmental disclosures, including an enhanced Carbon Disclosure Project (CDP) Report for 2022; and we are developing a plan to reach net zero GHG emissions by 2050.

AWARD WINNING WORKPLACE

WINNER 2008–2022
Best Companies to Work for in New York
New York State Society for Human Resource Management

CERTIFIED 2022
Great Place to Work®
(United States, Canada, India, Ireland, Japan, Poland, Romania, Singapore, and the United Kingdom)

WINNER 2013–2022
Best Places to Work for LGBTQ+ Equality
Human Rights Campaign Foundation

FTSE4Good
2022 Constituent of the FTSE4Good Index Series

When you put your best foot forward like this, people notice. We are grateful that Broadridge's culture and community were once again recognized with awards, including World's Most Admired Companies (FORTUNE Magazine), Great Place to Work certification in multiple countries around the world, and Best Place to Work for LGBTQ Equality (Human Rights Campaign Foundation).

A Resilient Business Model That Continues Delivering

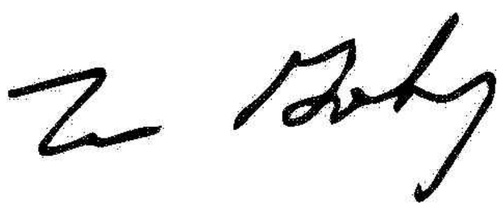
Our business is built to deliver growth through all economic cycles and has never been better positioned to deliver long-term growth. We are advancing our strategy by extending Governance through digitization, growing Capital Markets to drive efficiency and innovation across the trade lifecycle, and successfully building Wealth & Investment Management.

The evolution of the financial services industry will continue to power our growth as financial services continues to adapt for the future. Clients are evolving their business models, rapidly digitizing, and adopting next-generation technologies. Any slowdown in global growth would likely increase these needs as clients compete for market share and look to drive productivity gains. Our ability to help our clients accelerate their digital transformations and mutualize non-differentiating costs has never been more valuable. After another strong year, we expect additional growth ahead in fiscal year 2023 and, with a $60 billion addressable market, we see a long runway for continued growth.

Thank You to Our Stockholders, Directors, and Associates

This letter would not be complete without a sincere 'thank you' to you, our stockholders, for your investment in our company. Your support enables us to take a broad view that ultimately benefits all of us, creating even greater long-term returns. I also want to thank our Board members, all of whom are stockholders, for their support and insight. Finally, I want to thank Broadridge associates, many of whom are also stockholders, for their passion, dedication, and commitment to serving our clients every day. Their unrelenting focus on our clients' needs is what enables Broadridge to be a trusted partner for change and to help create better financial lives for millions.

Sincerely,



TIM GOKEY
Chief Executive Officer

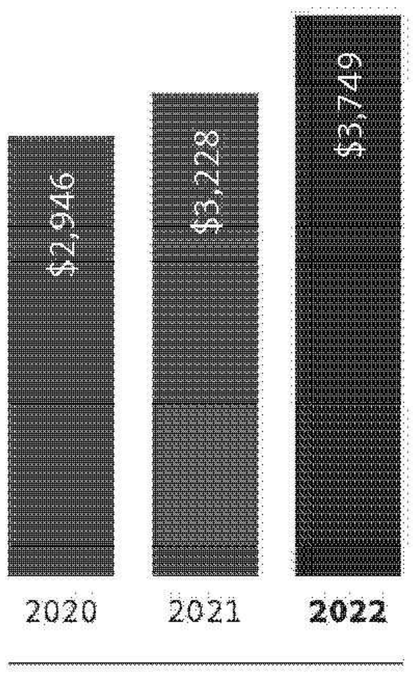
2022 Financial Highlights

FISCAL YEARS ENDED JUNE 30,	**2022**	2021	2020
(dollars in millions, except per share amounts)			
Total Revenues	$5,709	$4,994	$4,529
Recurring fee revenues	3,749	3,228	2,946
Operating income	760	679	625
Adjusted Operating income	1,066	902	795
Operating income margin	13.3%	13.6%	13.8%
Adjusted Operating income margin	18.7%	18.1%	17.5%
Diluted earnings per share	4.55	4.65	3.95
Adjusted earnings per share	6.46	5.66	5.03
Cash dividends declared per common share	2.56	2.30	2.16

Results are presented in accordance with U.S. generally accepted accounting principles ("GAAP") except that Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted earnings per share results are Non-GAAP financial measures. Please see our Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures on pages 14 and 15 of this Annual Report for a discussion of the Company's use of Non-GAAP measures.

RECURRING FEE REVENUES

Dollars in Millions

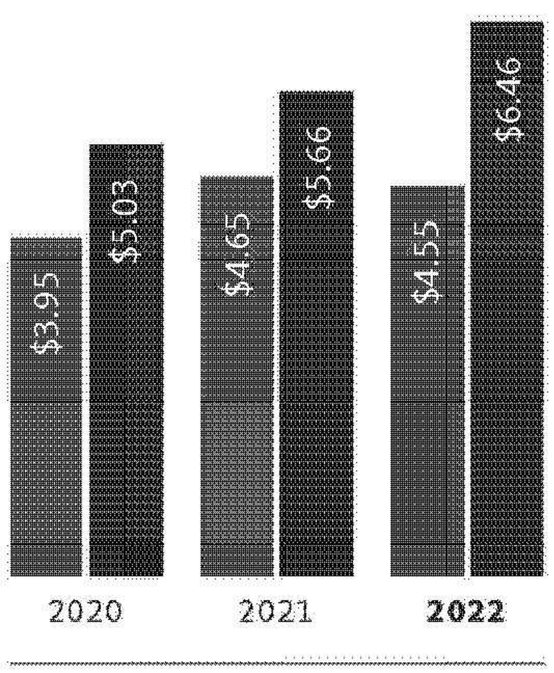


12%

CAGR FY'20–FY'22

EARNINGS PER SHARE

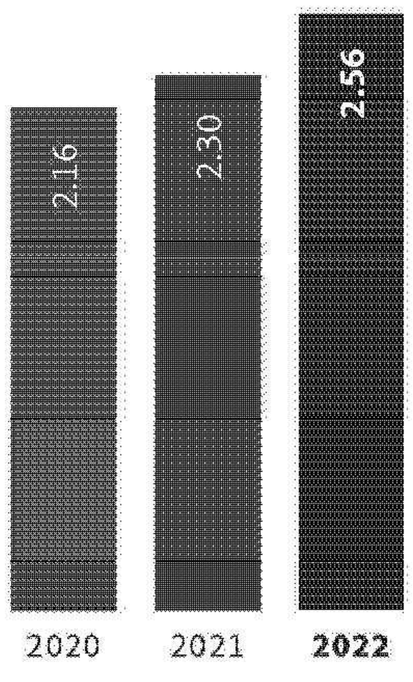
Dollars in Millions



4% DILUTED 12% ADJUSTED

CAGR FY'20–FY'22

DIVIDENDS PER SHARE DECLARED



10%

CAGR FY'20–FY'22

Making A Difference

For Our Associates, Clients and Communities

BETTER FINANCIAL LIVES, A BETTER AND SAFER WORLD

Corporate sustainability is the foundation of how we operate our company. We are committed to conducting our business based on a strong sustainability framework focused on responsible ESG practices. We embrace the concept of the Service-Profit Chain, which directly connects associate engagement, client satisfaction and the creation of shareholder value. At Broadridge, we put this idea to work not only in our internal policies and processes but also in our communities, just as we do for our valued clients. We take pride in our ESG efforts, which enable us to be a stronger company and help us to create deeper relationships and a better world to live in.

EMPOWERING PEOPLE, BETTERING LIVES

At Broadridge, our associates are our greatest asset. We are proud to employ over 14,000 associates working in 21 countries around the globe. Our focus on long-term growth begins with the ability to attract and retain the most talented associates in our industry. We are dedicated to fostering a diverse, equitable, inclusive and healthy work environment and committed to advancing diversity, equity and inclusion (DEI) initiatives and values as part of our culture. Our Chief Diversity Officer and Executive Diversity Council are responsible for driving our DEI strategy and goals.

In addition, we are committed to providing a safe workplace; and, the well-being of our associates continues to be one of our highest priorities. We regularly survey our associates to measure engagement and satisfaction and we hold ourselves accountable for those results. In fiscal year 2022, our employee engagement score of 77% overall favorable rating remained consistent with our 2021 score in the annual Great Place to Work® survey. In addition, 80% of our associates stated that Broadridge is a "great place to work." Feedback received from associate surveys has informed our evolution to the hybrid workplace of the future. Our focus on associate engagement sets us apart in our industry. We are proud of earning the Great

Place to Work designation in the U.S., Canada, India, Ireland, Japan, Poland, Romania, Singapore, and the UK, as well as a Best Place to Work for our LGBTQ+ associates, and Best Workplaces for Women (UK).

We strive to empower not only our associates, but also members of our communities. At the heart of our social efforts is the Broadridge Foundation. Through the Foundation, we direct resources to charitable causes, develop community-focused action plans, and provide donation-matching, among other efforts. We enable our associates' community service efforts by providing Broadridge associates with three paid days annually for volunteer service and through our Matching Gift Program, we match the charitable donations of Broadridge associates up to $3,000 per calendar year and up to $10,000 per calendar year for senior executives and directors.

STRONG CORPORATE GOVERNANCE AND LONG-TERM VALUE CREATION

While our solutions facilitate effective corporate governance for our clients, our strong corporate governance practices and policies foster a culture of integrity, managing a better-performing, resilient and sustainable business and achieving long-term shareholder value. Through our framework of policies, processes and rules, we focus on better managing our business and on aligning the interests of management with those of our stakeholders. Our independent, experienced, and diverse Board of Directors is the cornerstone of this commitment. Our Board monitors developments in governance best practices to assure that it continues to meet its commitment to thoughtful and independent representation of stockholder interests. Through our ongoing board refreshment efforts three new highly qualified directors have joined our Board in the past two years. With the recent appointment of Eileen Murray to the Board, women now represent 33% of our Board and women and racially or ethnically diverse members represent 58% of our Board.

SUSTAINABLY GREEN: OUR RESPONSIBILITY, OUR MISSION

We operate daily with a focus on diminishing our environmental impact through sustainable consumption and production in both our facilities and offices. As part of our long-standing commitment to corporate sustainability, we have retained a leading climate consulting firm to help develop a plan to reach net zero GHG emissions by the year 2050. In addition, our biggest opportunity to lower emissions is on behalf of our clients—by driving digitization and reducing their paper mailing materials. In 2022, Broadridge used digitization and other technologies to drive down our Scope 3 greenhouse gas emissions and eliminate approximately 86% of paper communications sent on behalf of public companies. We have also enhanced our climate reporting and have disclosed certain climate-related risks and opportunities indexed to the Task Force on Climate-Related Financial Disclosures in our 2022 CDP Report.

Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures

The Company's results in this Annual Report to Stockholders are presented in accordance with U.S. GAAP except where otherwise noted. In certain circumstances, results have been presented in this Annual Report including the Letter to Stockholders (Letter to Stockholders) that are not generally accepted accounting principles measures (Non-GAAP). These Non-GAAP measures are Adjusted Operating income, Adjusted Operating income margin, Adjusted Net earnings, and Adjusted earnings per share. These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results. Please refer to the Company's fiscal year 2022 Annual Report on Form 10-K for terms not defined herein.

The Company believes our Non-GAAP financial measures help investors understand how management plans, measures and evaluates the Company's business performance. Management believes that Non-GAAP measures provide consistency in its financial reporting and facilitates investors' understanding of the Company's operating results and trends by providing an additional basis for comparison. Management uses these Non-GAAP financial measures to, among other things, evaluate our ongoing operations, for internal planning and forecasting purposes and performance-based compensation. In addition, and as a consequence of the importance of these Non-GAAP financial measures in managing our business, the Company's Compensation Committee of the Board of Directors incorporates Non-GAAP financial measures in the evaluation process for determining management compensation.

Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted Net Earnings and Adjusted Earnings Per Share

These Non-GAAP measures reflect Operating income, Operating income margin, Net earnings, and Diluted earnings per share, as adjusted to exclude the impact of certain costs, expenses, gains and losses and other specified items that management believes are not indicative of our ongoing operating performance. Depending on the period presented, these adjusted measures exclude the impact of: (i) Amortization of Acquired Intangibles and Purchased Intellectual Property, (ii) Acquisition and Integration Costs, (iii) IBM Private Cloud Charges, (iv) Real Estate Realignment and Covid-19 Related Expenses, (v) Russia-Related Exit Costs, (vi) Investment Gains, (vii) Software Charge, (viii) Gain on Acquisition-Related Financial Instrument, and (ix) Gain on Sale of a Joint Venture Investment. Amortization of Acquired Intangibles and Purchased Intellectual Property represent non-cash amortization expenses associated with the Company's acquisition activities. Acquisition and Integration Costs represent certain transaction and integration costs associated with the Company's acquisition activities. IBM Private Cloud Charges represent a charge on the hardware assets transferred to IBM and other charges related to the IBM Private Cloud Agreement. Real Estate Realignment and Covid-19 Related Expenses represent costs associated with the Company's real estate realignment initiative, including lease exit and impairment charges and other facility exit costs, as well as certain expenses associated with the Covid-19 pandemic. Russia-Related Exit Costs are direct and incremental costs associated with the Company's wind down of business activities in Russia in response to Russia's invasion of Ukraine, including relocation related expenses of impacted associates. Investment Gains represent non-operating, non-cash gains on privately held investments. Software Charge represents a charge related to an internal use software product that is no longer expected to be used. Gain on Acquisition-Related Financial Instrument represents a non-operating gain on a financial instrument designed to minimize the Company's foreign exchange risk associated with the Itiviti Acquisition, as well as certain other non-operating financing costs associated with the Itiviti Acquisition. Gain on Sale of a Joint Venture Investment represents a non-operating, cash gain on the sale of one of the Company's joint venture investments.

We exclude Acquisition and Integration Costs, IBM Private Cloud Charges, Real Estate Realignment and Covid-19 Related Expenses, Russia-Related Exit Costs, Investment Gains, the Software Charge, the Gain on Acquisition-Related Financial Instrument and the Gain on Sale of a Joint Venture Investment, from our Adjusted Operating income (as applicable) and other adjusted earnings measures because excluding such information provides us with an understanding of the results from the primary operations of our business and enhances comparability across fiscal reporting periods, as these items are not reflective of our underlying operations or performance. We also exclude the impact of Amortization of Acquired Intangibles and Purchased Intellectual Property, as these non-cash amounts are significantly impacted by the timing and size of individual acquisitions and do not factor into the Company's capital allocation decisions, management compensation metrics or multi-year objectives. Furthermore, management believes that this adjustment enables better comparison of our results as Amortization of Acquired Intangibles and Purchased Intellectual Property will not recur in future periods once such intangible assets have been fully amortized. Although we exclude Amortization of Acquired Intangibles and Purchased Intellectual Property from our adjusted earnings measures, our management believes that it is important for investors to understand that these intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets.

FISCAL YEARS ENDED JUNE 30,	2022	2021	2020
(Dollars in millions, except per share amounts)			
OPERATING INCOME			
Operating income (GAAP)	$760	$679	$625
Adjustments:			
Amortization of Acquired Intangibles and Purchased Intellectual Property	250	154	123
Acquisition and Integration Costs	24	18	13
IBM Private Cloud Charges	—	—	32
Real Estate Realignment and Covid-19 Related Expenses[a]	30	45	2
Russia-Related Exit Costs	1	—	—
Software Charge	—	6	—
Adjusted Operating income (Non-GAAP)	**$1,066**	**$902**	**$795**
OPERATING INCOME MARGIN			
Operating income margin (GAAP)	13.3%	13.6%	13.8%
Adjustments:			
Amortization of Acquired Intangibles and Purchased Intellectual Property	4.4%	3.1%	2.7%
Acquisition and Integration Costs	0.4%	0.4%	0.3%
IBM Private Cloud Charges	—	—	0.7%
Real Estate Realignment and Covid-19 Related Expenses[a]	0.5%	0.9%	0.1%
Russia-Related Exit Costs	0.0%	—	—
Software Charge	—	0.1%	—
Adjusted Operating income margin (Non-GAAP)	**18.7%**	**18.1%**	**17.5%**
NET EARNINGS			
Net earnings (GAAP)	$539	$548	$462
Adjustments:			
Amortization of Acquired Intangibles and Purchased Intellectual Property	250	154	123
Acquisition and Integration Costs	24	18	13
IBM Private Cloud Charges	—	—	32
Real Estate Realignment and Covid-19 Related Expenses[a]	30	45	2
Russia-Related Exit Costs	1	—	—
Software Charge	—	6	—
Investment Gains	(14)	(9)	—
Gain on Acquisition-Related Financial Instrument	—	(62)	—
Gain on Sale of a Joint Venture Investment	—	—	(6)
Subtotal of adjustments	292	152	163
Tax impact of adjustments[c]	(66)	(33)	(37)
Adjusted Net earnings (Non-GAAP)	**$766**	**$667**	**$588**
DILUTED EARNINGS PER SHARE			
Diluted earnings per share (GAAP)	$4.55	$4.65	$3.95
Adjustments:			
Amortization of Acquired Intangibles and Purchased Intellectual Property	2.11	1.30	1.05
Acquisition and Integration Costs	0.21	0.15	0.11
IBM Private Cloud Charges	—	—	0.27
Real Estate Realignment and Covid-19 Related Expenses[b]	0.26	0.38	0.02
Russia-Related Exit Costs	0.01	—	—
Software Charge	—	0.05	—
Investment Gains	(0.12)	(0.07)	—
Gain on Acquisition-Related Financial Instrument	—	(0.53)	—
Gain on Sale of a Joint Venture Investment	—	—	(0.06)
Subtotal of adjustments	2.47	1.29	1.40
Tax impact of adjustments[c]	(0.55)	(0.28)	(0.32)
Adjusted earnings per share (Non-GAAP)	**$6.46**	**$5.66**	**$5.03**

Note: Amounts may not sum due to rounding.

(a) Real Estate Realignment Expenses were $23.0 million and $29.6 million for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses were $7.5 million, $15.7 million and $2.4 million for the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

(b) Real Estate Realignment Expenses impacted Adjusted earnings per share by $0.19 and $0.25 for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses impacted Adjusted earnings per share by $0.06, $0.13 and $0.02 for the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

(c) Calculated using the GAAP effective tax rate, adjusted to exclude $18.1 million, $16.9 million and $15.6 million of excess tax benefits (ETB) associated with stock-based compensation for the fiscal years ended June 30, 2022, 2021 and 2020, respectively. The tax impact of adjustments also excludes approximately $10.6 million of Acquisition and Integration Costs for the fiscal year ended June 30, 2021, which are not tax-deductible. For purposes of calculating the Adjusted earnings per share, the same adjustments were made on a per share basis.

DIRECTORS

Leslie A. Brun
Lead Independent Director,
Broadridge Financial Solutions, Inc.
Chairman and Chief Executive Officer
SARR Group, LLC

Richard J. Daly*
Executive Chairman
Broadridge Financial Solutions, Inc.

Pamela L. Carter (1)(3)
Former President
Cummins Distribution Business

Robert N. Duelks (1)(3)
Former Executive
Accenture plc

Melvin L. Flowers (1)
Former Executive
Microsoft, Inc.

Timothy C. Gokey*
Chief Executive Officer
Broadridge Financial Solutions, Inc.

Brett A. Keller (1)(2)
Chief Executive Officer
priceline.com

Maura A. Markus (1)(2)
Former President and Chief Operating Officer
Bank of the West

Eileen K. Murray (1)(3)
Former Chair of the Board of Governors
Financial Industry Regulatory Authority (FINRA)

Annette L. Nazareth (1)(2)
Senior Counsel
Davis Polk & Wardwell

Thomas J. Perna (1)(3)
Chairman, Board of Trustees
Pioneer Amundi Mutual Fund Group

Amit K. Zavery (1)
Vice President and Head of Platform
for Google Cloud
Google

(1) Audit Committee
(2) Compensation Committee
(3) Governance and Nominating Committee

* Executive Officer

EXECUTIVE LEADERSHIP TEAM

Timothy C. Gokey*
Chief Executive Officer

Christopher J. Perry*
President

Edmund L. Reese*
Chief Financial Officer

Robert Schifellite*
President, ICS

Michael Alexander
President, Wealth Management

Jason Birmingham
Chief Technology Officer, GTO

Naadia Y. Burrows
Chief Diversity Officer

Thomas P. Carey*
President, GTO

Matthew J. Connor
Chief Operating Officer, GTO

Tyler Derr
Chief Technology Officer

Douglas R. DeSchutter*
President, Broadridge
Customer Communications

Dorothy J. Flynn
President, Corporate Issuer

Ashima Ghei
Chief Financial Officer, ICS

Keir D. Gumbs*
Chief Legal Officer

Dipti Kachru
Chief Marketing Officer

Robert F. Kalenka*
Chief Operations Officer, ICS

Martin Koopman
President, Bank Broker-Dealer

Michael Liberatore
Chief Financial Officer, GTO

Laura Matlin*
Deputy General Counsel
and Chief Compliance Officer

Vijay Mayadas
President, Capital Markets

Kate O'Connor
Vice President, Digital Center of Excellence

Sheenam Ohrie
Managing Director, India

John Oliveri
Chief Technology Officer, ICS

Samir Pandiri
President, Broadridge International

Vincent G. Roux
Senior Vice President,
Global Head of Corporate Development

William Quinn
Chief Sales Officer, North America

Thomas Scarpati
Chief Technology Officer, Infrastructure

German Soto Sanchez
Senior Vice President, Corporate Strategy

Richard J. Stingi*
Chief Human Resources Officer

Michael S. Tae
President, Mutual Fund and
Retirement Solutions

Nadin Virani
Head of Corporate Planning
and Analytics

* Executive Officer

2022 ANNUAL REPORT ON FORM 10-K

Broadridge®

Powering Digital Transformation

Scaling a Global Fintech Leader

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended June 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

COMMISSION FILE NUMBER 001-33220

BROADRIDGE FINANCIAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware	33-1151291
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5 DAKOTA DRIVE LAKE SUCCESS New York (Address of principal executive offices)	11042 (Zip code)

(516) 472-5400

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol	Name of Each Exchange on Which Registered:
Common Stock, par value $0.01 per share	BR	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value, as of December 31, 2021, of common stock held by non-affiliates of the registrant was $21,192,402,773.

As of August 5, 2022, there were 117,302,388 shares of the registrant's common stock outstanding (excluding 37,158,739 shares held in treasury), par value $0.01 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year end of June 30, 2022 are incorporated by reference into Part III.

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PART I.

Forward-Looking Statements

This Annual Report on Form 10-K of Broadridge Financial Solutions, Inc. ("Broadridge" or the "Company") may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words such as "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "on track," and other words of similar meaning, are forward-looking statements. In particular, information appearing under "Business," "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include:

- changes in laws and regulations affecting Broadridge's clients or the services provided by Broadridge;
- Broadridge's reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge's services with favorable pricing terms;
- a material security breach or cybersecurity attack affecting the information of Broadridge's clients;
- the potential impact and effects of the Covid-19 pandemic ("Covid-19") on the business of Broadridge, Broadridge's results of operations and financial performance, any measures Broadridge has and may take in response to Covid-19 and any expectations Broadridge may have with respect thereto;
- declines in participation and activity in the securities markets;
- the failure of Broadridge's key service providers to provide the anticipated levels of service;
- a disaster or other significant slowdown or failure of Broadridge's systems or error in the performance of Broadridge's services;
- overall market, economic and geopolitical conditions and their impact on the securities markets;
- the success of Broadridge in retaining and selling additional services to its existing clients and in obtaining new clients;
- Broadridge's failure to keep pace with changes in technology and demands of its clients;
- competitive conditions;
- Broadridge's ability to attract and retain key personnel; and
- the impact of new acquisitions and divestitures.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the "Risk Factors" section of this Annual Report on Form 10-K for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

All forward-looking statements speak only as of the date of this Annual Report on Form 10-K and are expressly qualified in their entirety by the cautionary statements included in this Annual Report on Form 10-K. We disclaim any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

ITEM 1. Business

The Broadridge Business

Broadridge, a Delaware corporation and a part of the S&P 500® Index ("S&P"), is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds. With over 50 years of experience, including over 15 years as an independent public company, we provide integrated solutions and an important infrastructure that powers the financial services industry. Our solutions enable better financial lives by powering investing, governance and communications and help reduce the need for our clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities.

We operate our business in two reportable segments: Investor Communication Solutions and Global Technology and Operations.

Investor Communication Solutions

The Investor Communication Solutions segment's revenues represented approximately 75% and 77% of our total Revenues in fiscal years 2022 and 2021, respectively, which gives effect to the foreign exchange impact from revenues generated in currencies other than the United States of America ("U.S.") dollar. See "Analysis of Reportable Segments — Revenues" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." We provide the following services and solutions through our Investor Communication Solutions segment:

Regulatory Solutions

We handle the entire proxy materials distribution and voting process for our bank, broker-dealer and fund clients. We offer traditional hard copy and electronic services for the delivery of proxy materials to investors and collection of consents; maintenance of a rules engine and database that contains the delivery method preferences of our clients' customers; posting of documents on their websites; e-mail notification to investors notifying them that proxy materials are available; and proxy voting via web or mobile app. We also have the ability to combine stockholder communications for multiple stockholders residing at the same address which we accomplish by having ascertained the delivery preferences of investors. We also offer proxy vote solicitation services for the registered clients of fund companies, efficiently managing the entire proxy campaign. In addition, we provide a complete outsourced solution for the processing of all international institutional and retail proxies, including shareholder disclosure management.

A majority of publicly-traded shares are not registered in companies' records in the names of their ultimate beneficial owners. Instead, a substantial majority of all public companies' shares are held in "street name," meaning that they are held of record by broker-dealers or banks through their depositories. Most street name shares are registered in the name "Cede & Co.," the name used by The Depository Trust and Clearing Corporation ("DTCC"), which holds shares on behalf of its participant broker-dealers and banks. These participant broker-dealers and banks (which are known as "Nominees" because they hold securities in name only) in turn hold the shares on behalf of their customers, the individual beneficial owners. Nominees, upon request, are required to provide companies with the information of beneficial owners who do not object to having their names, addresses, and shareholdings supplied to companies, so called "non-objecting beneficial owners" (or "NOBOs"). Objecting beneficial owners (or "OBOs") may be contacted directly only by the broker-dealer or bank. As DTCC's role is only as the custodian, a number of mechanisms have been developed in order to pass the legal rights it holds as the record owner (such as the right to vote) to the beneficial owners. The first step in passing voting rights down the chain is the "omnibus proxy," which DTCC executes to transfer its voting rights to its participant Nominees. Under applicable rules, Nominees must deliver proxy materials to beneficial owners and request voting instructions.

Given the large number of Nominees involved in the beneficial proxy process resulting from the large number of beneficial shareholders, we play a unique, central and integral role in ensuring that the beneficial proxy process occurs without issue for Nominees, companies and investors. A large number of Nominees have contracted out the processes of distributing proxy materials and tabulating voting instructions to us. Nominees accomplish this by entering into agreements with Broadridge and transferring to us via powers of attorney the authority to execute a proxy, which authority the Nominee receives from the DTCC via an omnibus proxy. Through our agreements with Nominees for the provision of beneficial proxy services, we take on the

responsibility of ensuring that the account holders of Nominees receive proxy materials on a timely basis digitally or in print, that their voting instructions are conveyed to the companies and funds conducting solicitations and that these services are fulfilled in accordance with the requirements of their particular solicitation. In order for us to provide the beneficial proxy services effectively, we interface and coordinate directly with each company and/or fund to ensure that the services are performed in an accurate and timely manner. As it would increase the costs for companies and funds to work with all of the Nominees through which their shares are held beneficially, companies and funds work with us for the performance of all the tasks and processes necessary to ensure that proxy materials are distributed on a timely basis to all beneficial owners and that their votes are accurately reported.

The SEC's rules require public companies to reimburse Nominees for the expense of distributing stockholder communications to beneficial owners of securities held in street name. The reimbursement rates are set forth in the rules of self-regulatory organizations ("SROs"), including the New York Stock Exchange ("NYSE"). We bill public companies for the proxy services performed, collect the fees and remit to the Nominee its portion of the fees. In addition, the NYSE rules establish fees for certain services provided by intermediaries such as Broadridge in the proxy process. The preparation and delivery of NOBO information is subject to reimbursement by the corporate issuers requesting the information. The reimbursement rates are based on the number of NOBOs produced pursuant to NYSE or other SRO rules. The rules also determine the fees to be paid to third-party intermediaries, such as Broadridge, who compile the NOBO information on behalf of Nominees who need to respond to corporate issuer requests for NOBO information.

We provide institutional investors with a suite of services to manage and track the entire proxy voting process, including meeting their reporting needs. ProxyEdge® ("ProxyEdge") is our innovative electronic proxy delivery and voting solution for institutional investors and financial advisors that integrates ballots for positions held across multiple custodians and presents them under a single proxy. Voting can be instructed for the entire position, by account vote group or on an individual account basis either manually or automatically based on the recommendations of participating governance research providers. ProxyEdge also provides for client reporting and regulatory reporting. ProxyEdge can be utilized for meetings of U.S. and Canadian companies and for meetings in many non-North American countries based on the holdings of our global custodian clients. ProxyEdge is offered in several languages and there are currently over 7,000 ProxyEdge users worldwide.

In addition to our proxy services, we provide regulatory communications services, including prospectus delivery services. Our proprietary extraction, normalization and presentment capabilities from the SEC's EDGAR database have enabled us to provide our clients with an on-demand solution for prospectus post-sale fulfillment. This process provides efficiency for our clients as it reduces their reliance on offset print and fund delivered inventory. We provide portfolio-specific solutions for the retirement and annuity markets. We have integrated this functionality into additional capabilities to offer an efficient fulfillment model for regulatory and compliance distributions.

Additionally, we offer a complete reorganization communications solution to notify investors of U.S. reorganizations or corporate action events such as tender offers, mergers and acquisitions, bankruptcies, and class action lawsuits. We also provide global class action services handling the identification, filing and recovery of class actions and collective redress proceedings involving securities and other financial products. Class actions and collective redress proceedings continue to grow in volume and complexity and global recovery options vary by country, resulting in a complex patchwork of participation and filing requirements.

We also offer our Mailbox products - Advisor Mailbox™ and Investor Mailbox® - which support and complement any investor communication strategy. Our Investor Mailbox solution provides the electronic delivery of investor communications to our clients' websites or mobile apps, enabling investor access to regulatory delivery notices, day-to-day account and investment information and convenient response tools. Our Advisor Mailbox is an electronic communications platform for financial advisors that delivers immediate electronic access to the communications and documents sent to such advisors' customers. Advisor Mailbox streamlines multiple communication paths for all investor-related documents into a single-visit portal that is integrated onto an advisor's platform.

In addition, we provide international corporate governance solutions addressing clients' needs within Europe, the Middle East and Africa ("EMEA") and the Asia-Pacific ("APAC") region. Our offerings help clients address evolving requirements for stronger governance, greater transparency and improved insights derived from data

analytics. These solutions are a direct extension of our U.S. and Canadian businesses and in many cases serve the same client base. Our international solutions help clients sharpen focus on their core businesses while helping them maintain regulatory compliance, reduce costs, improve efficiency and gain data insights.

As part of our international corporate governance solutions, our Global Proxy solution includes services similar to those provided by our U.S. and Canadian proxy businesses. In 2021, with the effectiveness of the European Union Shareholder Rights Directive II ("SRD II"), we implemented an SRD II component to our Global Proxy solution. SRD II requires banks and broker-dealers that invest in European securities to provide all investors, retail and institutional, the ability to vote, disclose shareholder information upon request and distribute meeting or corporate action notices to all customers. Our SRD II solution helps our clients meet their SRD II compliance obligations and provides a seamless proxy voting platform for our clients' retail and institutional customers.

Data-Driven Fund Solutions

We provide a full range of data-driven solutions that help our asset management and retirement service provider clients grow revenue, operate efficiently, and maintain compliance. Our communications solutions enable global asset managers to communicate with large audiences of investors efficiently and reliably by centralizing all investor communications through one resource. We provide composition, printing, filing, and distribution services for regulatory reports, prospectuses and proxy materials, as well as proxy solicitation services. We manage the entire communications process with both registered and beneficial stockholders. Our marketing and transactional communications solutions provide a content management and omni-channel distribution platform for marketing and sales communications for asset managers and retirement service providers. In addition, our data and analytics solutions provide investment product distribution data, analytical tools, and insights and research to enable asset managers to optimize product distribution across retail and institutional channels globally.

We also provide mutual fund and exchange-traded funds trade processing services for retirement service providers, third-party administrators, financial advisors, banks and wealth management professionals through Matrix Financial Solutions, Inc. ("Matrix"). Matrix's operational, trust, custody, trading and mutual fund and exchange-traded funds settlement services are integrated into our product suite thereby strengthening Broadridge's role as a provider of insight, technology and business process outsourcing to the asset management and retirement industry.

Through our Fund Communication Solutions business, we provide fund managers with a single, integrated provider to manage data, perform calculations, compose documents, manage regulatory compliance and disseminate information across multiple jurisdictions. Our solution helps fund managers increase distribution opportunities, comply with both United Kingdom domestic and European Union regulations such as Solvency II and MiFID II, and makes information easily accessible for investors in a digital format. We also provide support to fund managers with document and data dissemination in the European market. This enables the receipt by distributors and investors of complete, accurate and timely information supporting fund sales.

Corporate Issuer Solutions

We provide governance and communications services to corporate issuers. We also offer disclosure solutions and transfer agency services providing corporate issuers a single source solution that spans the entire corporate disclosure and shareholder communications lifecycle.

Our governance and communications services include a full suite of annual meeting and shareholder engagement solutions:

- Proxy services – we provide complete project management for the entire annual meeting process including registered and beneficial proxy materials distribution, vote processing and tabulation through our ShareLink® solution.
- Virtual Shareholder Meeting™ – electronic annual meetings on the Internet, either on a stand-alone basis, or in conjunction with in-person annual meetings, including shareholder validation and voting services and the ability for shareholders to ask questions and for management to respond during the meetings.

- We offer tools for corporate issuers to help them better engage with their shareholders and other stakeholders in connection with the annual meeting process as well as on an ongoing basis throughout the year. These services provide aggregated shareholder data and analytics, shareholder delivery preferences and voting trends.
- Our environmental, social and governance ("ESG") services provide consulting in support of issuers and their ESG journey. The services include peer ESG disclosure benchmarking, ESG strategy and policy development, greenhouse gas emission assessments, and ESG and sustainability report content development. We also offer an ESG dashboard that provides ESG consensus ratings to allow corporate issuers to assess the progress of their ESG ratings and disclosure relative to their selection of peer companies.

Our disclosure solutions provide compliance reporting and transactional reporting services for public companies, including the following:

- Annual SEC Filing Services: proxy and annual report design and digitization, SEC filing, printing and web hosting services, as well as year-round SEC reporting including document composition, EDGARization and XBRL tagging.
- Capital Markets Transactional Services – typesetting, printing and SEC filing services for capital markets transactions such as initial public offerings, spin-offs, acquisitions, and securities offerings. In addition, we provide transaction support services such as virtual deal rooms and translation services.

We also provide registrar, stock transfer and record-keeping services through our transfer agency services. Our transfer agency services address the needs public companies have for more efficient and reliable stockholder record maintenance and communication services. In addition, we provide corporate actions services including acting as the exchange agent, paying agent, or tender agent in support of acquisitions, initial public offerings and other significant corporate transactions. We also provide abandoned property compliance and reporting services.

Customer Communications Solutions

We support financial services, healthcare, insurance, consumer finance, telecommunications, utilities, and other service industries with their omni-channel customer communications management strategies for transactional communications, such as statements and bills, marketing communications, such as personalized microsites and campaigns, and regulatory communications, such as trade confirmations and explanation of benefits.

The Broadridge Communications Cloud[SM] platform (the "Communications Cloud") provides our clients the flexibility to implement only the modules and delivery channels needed to address their specific communication needs. The platform's open application programming interfaces and self-servicing tools help our clients improve their communications systems' efficiency and productivity. Through the Communications Cloud, our clients can:

- leverage flexible and scalable self-service and managed service composition tools to create relevant content that drives customer action;
- manage and consolidate customer profiles, preferences and consents;
- transform digital and print communications through the optimization of content across channels to accelerate delivery, reduce costs, and help our clients meet regulatory requirements and quality controls;
- store and retrieve communications with security to manage risk;
- deliver personalized communications across channels, including interactive microsites, email, short message service, presentment, online banking and payments, print and mail; and
- gain comprehensive reporting and analytics to improve communications and increase engagement based on customer behaviors.

Global Technology and Operations

Transactions involving securities and other financial market instruments can, for example, originate with an investor, who places an order with a broker who in turn routes that order to an appropriate market for execution. At that point, the parties to the transaction coordinate payment and settlement of the transaction through a clearinghouse. The records of the parties involved must then be updated to reflect completion of the transaction. Tax, custody, accounting and record-keeping requirements must be complied with in connection with the transaction and the customer's account information must correctly reflect the transaction. The accurate processing of trading activity from its initial inception and custody activity requires effective automation and information flow across multiple systems and functions within the firm and across the systems of the various parties that participate in the execution of a transaction.

Our Global Technology and Operations business provides solutions that automate the front-to-back transaction lifecycle of equity, mutual fund, fixed income, foreign exchange and exchange-traded derivatives, from order capture and execution through trade confirmation, margin, cash management, clearing and settlement, reference data management, reconciliations, securities financing and collateral management, asset servicing, compliance and regulatory reporting, portfolio accounting and custody-related services. Our solutions provide automated straight through processing and enable buy- and sell-side financial institutions to efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With our multi-market, multi-asset class, multi-entity and multi-currency capabilities, we provide front-to-back processing on a global basis. In addition, we provide business process outsourcing services for our buy- and sell-side clients' businesses. These services combine our technology with our operations expertise to support the entire trade lifecycle, including securities clearing and settlement, reconciliations, record-keeping, wealth management asset servicing, and custody-related functions.

The Global Technology and Operations segment's revenues represented approximately 26% and 24% of our total Revenues in fiscal years 2022 and 2021, respectively, which gives effect to the foreign exchange impact from revenues generated in currencies other than the U.S. dollar. See "Analysis of Reportable Segments — Revenues" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." Services and solutions offered through the Global Technology and Operations segment include the following:

Capital Markets Solutions

We provide a set of multi-asset, multi-entity and multi-currency post-trade and trading and connectivity solutions that support processing of securities transactions in equities, options, fixed income securities, foreign exchange, exchange-traded derivatives and mutual funds. Largely provided on a software as a service ("SaaS") basis within large user communities, Broadridge's technology is a global solution, processing trades, clearance and settlement in over 100 countries. Our solutions enable global capital markets firms to access market liquidity, drive more effective market making and efficient front-to-back trade processing.

Our global trade processing platforms are largely provided on a SaaS basis and handle the entire securities processing cycle. These services include reference data management, securities financing, securities-based lending, collateral management, trade and transaction reporting, reconciliations, financial messaging and asset servicing. Our solutions can be deployed as a complete solution as well as discrete components supporting financial institutions.

In addition, we provide comprehensive fixed income transaction processing capabilities to support clearance, settlement, custody, P&L reporting and regulatory reporting for domestic and foreign fixed income instruments. Our solution includes extensive support for mortgage-backed securities and other structured products. It is a multi-currency, multi-entity solution that provides position and balance information, in addition to detailed accounting, financing, collateral management, and repurchase agreement functionality. The solution offers straight through processing capabilities, enterprise-wide integration and a robust technology infrastructure - all focused on supporting firms specializing in the fixed income marketplace.

With the 2021 acquisition of Itiviti Holding AB ("Itiviti") (now doing business as Broadridge Trading and Connectivity Solutions), a leading provider of trading and connectivity technology to the capital markets industry, we offer a set of global front-office trade order and execution management systems, connectivity and network offerings. The acquisition adds a complementary set of solutions to our existing post-trade product suite and

other capital markets capabilities. The combination enables our clients to streamline their front-to-back technology platforms and operations and increase straight-through-processing efficiencies, across equities, fixed income, exchange-traded derivatives, and other asset classes.

Wealth and Investment Management Solutions

We deliver business critical data, technology solutions and marketing services to enable full-service, regional and independent broker-dealers and investment advisors to better engage with customers to help grow their business. We offer an integrated open-architecture wealth management platform through which we provide enhanced data-centric capabilities to improve the overall client experience across the entire wealth management lifecycle, including advisor, investor and operational workflows. This comprehensive wealth management platform streamlines all aspects of the service model, allowing our clients to digitally onboard customers, manage advisor compensation for multiple products and service models, and seamlessly transfer and service accounts.

In addition, we provide data-driven, digital solutions to broker-dealers, financial advisors, insurers and other firms with large, distributed salesforces. Our data aggregation solution helps financial advisors manage and build client relationships by providing customer account data aggregation, performance reporting, household grouping, automated report creation, document storage, and integration with popular financial planning and productivity applications. Our marketing operations and automation platform enables firms to manage marketing activities efficiently across field offices and branch locations using consistent standards. The platform provides unique data and analytical capabilities designed to enhance marketing, educate investors and increase sales effectiveness.

Our digital marketing and content capabilities leverage analytics and machine-learning to enable financial advisors and wealth management firms to grow their businesses and deepen relationships with their customers. Financial advisors and wealth management firms can tap into our digital tools and library of omni-channel content to personalize touchpoints to engage their customers and prospects across digital channels including websites, social media, e-mail and mobile.

We service the global investment management industry with a range of buy-side technology solutions. Our asset management solutions are portfolio management, compliance, fee billing and operational support solutions such as order management, data warehousing, reporting, reference data management, and risk management and portfolio accounting for hedge funds, family offices, alternative asset managers, traditional asset managers and the providers that service this space including prime brokers, fund administrators and custodians. The client base for these services includes institutional asset managers, public funds, start-up or emerging managers through some of the largest global hedge fund complexes and global fund administrators.

Our Strategy

We earn our clients' confidence every day by delivering real business value through leading technology-driven solutions that help our clients get ahead of today's challenges and capitalize on future growth opportunities. Our solutions harness people, technology and insights to help transform our clients' businesses by enriching customer engagement, navigating risk, optimizing efficiency and growing revenue.

As financial institutions look to transform and mutualize their mission-critical but non-differentiating operational and support functions, we have the proven technology, scale, innovation, experience and, most importantly, the clients to achieve this goal and meet their needs. Our strategy addresses critical industry needs by utilizing our leading platform capabilities. Specifically, our growth strategy is focused on four key themes: (i) extend our strong and growing governance business, (ii) drive further growth in our capital markets business, (iii) build next generation wealth and investment management businesses and (iv) strengthen our international business.

Our business model.

We deliver multi-client technology and business process outsourcing services primarily through a common SaaS based operations platforms. We increasingly create layers of value by driving network benefits to our clients, providing deep data and analytics solutions, and offering a suite of digital capabilities on a single platform. Our SaaS offerings allow our clients to mutualize key functions and thereby reduce their costs. All of this translates into our core value proposition to be a trusted provider of technology and services across a range of analytical, operational and reporting functions.

Strong positions in a large and growing financial services market.

Our technology and associates power the critical infrastructure and services behind investing, investment governance and investor communications. Broadridge makes our clients stronger, and through them, we enable better financial lives for investors around the globe. Our deep industry knowledge enables our clients to successfully solve complex technological challenges, and inspires trust among and brings novel perspectives to our clients. While financial services firms have historically kept much of their technology infrastructure work in-house, there are two significant trends working in favor of Broadridge. In aggregate, financial service firms globally are spending more on technology, and the respective budgets allocated are consistently growing year-over-year. Moreover, these firms are devoting a growing percentage of this spend to third-party technology, operations, and services. Broadridge, as a trusted outside service provider, can undertake streamlining and better integrate our clients' infrastructure and processes. We expect the efficiencies that result from such undertaking by Broadridge will lead to growth in the market for our solutions.

Three attractive growth platforms.

Our growth platforms address important and significant client needs as described below. Through our integrated solutions, services and our scalable infrastructure, we believe we are best positioned to meet them.

- *Governance.* We provide a strong network through our governance platform that links broker-dealers, public companies, mutual funds, shareholders, and regulators. We continue to grow our governance solutions by continuing to transform content and delivery and improve product capabilities to drive higher investor engagement. We aim to be an integral partner to asset managers and retirement service providers by offering data-driven solutions that help them grow revenue, reduce costs and maintain compliance. We are also expanding our capabilities to better serve the needs of issuers and we are driving the next generation of digital communications while optimizing print and mail services through advanced technology.

- *Capital Markets.* Global institutions have a strong need to simplify their complex technology environment, and our SaaS-based, global, multi-asset-class technology platform addresses this need. As a leader in global trade management, we are driving next-generation solutions that simplify our clients' operations, improve performance and resiliency, evolve to global operating models, adapt to new technologies, and enable our clients to better manage their data. We plan to continue building on our global platform capabilities, enabling our clients to simplify and improve their global operations across cash securities and other asset classes. Our 2021 acquisition of Itiviti, for example, allows us to expand our services across the trade lifecycle for equities and exchange-traded derivatives and grow our international reach. We continue to develop component solutions that meet the regulatory, risk, data, and analytics needs of our clients, while also helping to drive more efficient liquidity, price discovery, and improved execution for the firms we serve.

- *Wealth and Investment Management.* Wealth and investment management clients, including full-service, regional and independent broker-dealers, investment advisors, insurance companies and retirement solutions providers are all undergoing unprecedented change. These firms are in need of partners to help them navigate the demographic shift of advisors and investors and the aging of the client experience and operational technologies that are essential to their business. These market dynamics are driving the need to more seamlessly integrate technology and processes and the need to access data-centric digital wealth solutions to better service advisors and investors. This can be achieved by simplifying and modernizing their complicated and interwoven legacy systems. We believe these needs have only accelerated during the Covid-19 pandemic. To address these demands, we have developed a holistic wealth management platform solution that provides seamless systems and data integration capabilities and enables firms to improve advisor productivity, investor experience and operational process efficiencies.

On-ramp for next-generation technologies.

Across financial services, the pace of change is only accelerating. Our clients understand that next-generation technology is a key driving force for change and efficiency and there is a need among our client base to leverage this technology to address their critical business challenges. However, they face obstacles in making the necessary investments and, more importantly, in applying the right talent and intellectual capital,

which may be focused on their most differentiating functions. This continues to create opportunities for Broadridge to assist in the areas where we have scale and domain expertise, which includes areas such as artificial intelligence, blockchain, cloud, digital, and other new technologies.

High engagement and client-centric culture.

Broadridge is client-centric and has created and grown multi-entity infrastructures across a variety of functions with high client satisfaction. We conduct a client satisfaction survey for each of our major business units annually, the results of which are a component of all our associates' compensation because of the importance of client retention to the achievement of our revenue goals.

We have also built a culture where we focus on having engaged and knowledgeable associates to serve clients well, which in turn creates a real and sustainable advantage. Supporting this excellent client delivery takes engaged associates, and we are passionate about creating an environment in which every associate can thrive and build their knowledge and skills. All of this creates a culture that benefits our associates, our clients, and our stockholders.

Clients

We serve a large and diverse client base including banks, broker-dealers, mutual funds, retirement service providers, corporate issuers and wealth and asset management firms. Our clients in the financial services industry include retail and institutional brokerage firms, global banks, mutual funds, asset managers, insurance companies, annuity companies, institutional investors, specialty trading firms, clearing firms, third-party administrators, hedge funds, and financial advisors. Our corporate issuer clients are typically publicly held companies. In addition to financial services firms, we service corporate clients in the healthcare, insurance, consumer finance, telecommunications, utilities, and other service industries with their essential communications.

In fiscal year 2022, we:

- processed over 700 million equity proxy positions in the performance of our U.S. proxy services;
- processed over 7 billion investor and customer communications through print and digital channels;
- processed on average over $9 trillion in equity and fixed income trades per day of U.S. and Canadian securities; and
- provided fixed income trade processing services to 20 of the 25 primary dealers of fixed income securities in the U.S.

Competition

We operate in a highly competitive industry. Our Investor Communication Solutions business competes with companies that provide investor communication and corporate governance solutions as well as our clients' in-house operations. This includes proxy services providers, transfer agents, proxy advisory firms, proxy solicitation firms and financial printers. We also face competition from numerous firms in the compiling, printing and electronic distribution of statements, bills and other customer communications. Within our Global Technology and Operations business, our capital markets solutions compete with in-house operations and vendors that provide trade processing, back-office record keeping, and sell-side order and execution management systems. Similarly, our wealth management solutions compete with service providers that deliver data, technology solutions, and marketing services, and our investment management solutions compete with firms that provide portfolio management, compliance and operational support solutions.

Technology

We have several information processing systems that serve as the core foundation of our technology platform. We leverage these systems in order to provide our services. We are committed to maintaining extremely high levels of quality service through our skilled technical employees and the use of our technology within an environment that seeks continual improvement. Our mission-critical applications are designed to provide high levels of availability, scalability, reliability, and flexibility. They operate on industry standard enterprise architecture platforms that provide high degrees of horizontal and vertical scaling. This scalability and redundancy allows us to provide high degrees of system availability. As part of Broadridge's technology strategy, we leverage traditional data center services as well as private cloud and public cloud services.

Most of our systems and applications operate in highly resilient data centers that employ multiple active power and cooling distribution paths, redundant components, and are capable of providing 99.995% availability. Additionally, the data centers provide infrastructure capacity and capability to permit any planned activity without disruption to the critical load, and can sustain at least one worst-case, unplanned failure or event with no critical load impact. Our geographically dispersed processing centers also provide disaster recovery and business continuity processing.

Product Development. We manage a diverse portfolio of products and services across our core businesses. Our products and services are designed with reliability, availability, scalability, and flexibility so that we can fully meet our clients' processing needs. These products and services are built in a manner that allows us to meet the breadth and depth of requirements of our financial services industry clients in a highly efficient manner. We continually upgrade, enhance, and expand our existing products and services, taking into account input from clients, industry-wide initiatives and regulatory changes affecting our clients. We also enter strategic relationships with clients and other third parties to accelerate product development or gain access to capabilities complementary to our product development efforts.

Intellectual Property. We own a portfolio of more than 130 U.S. and non-U.S. patents and patent applications. We also own registered marks for our trade name and own or have applied for trademark registrations for many of our services and products. We regard our products and services as proprietary and utilize internal security practices and confidentiality restrictions in contracts with employees, clients, and others for protection. We believe that we are the owner or in some cases, the licensee, of all intellectual property and other proprietary rights necessary to conduct our business.

Cybersecurity

Our information security program is designed to meet the needs of our clients who entrust us with their sensitive information. Our program includes encryption, data masking technology, data loss prevention technology, authentication technology, entitlement management, access control, anti-malware software, and transmission of data over private networks, among other systems and procedures designed to protect against unauthorized access to information, including by cyber-attacks. Broadridge utilizes the National Institute of Standards and Technology Framework for Improving Critical Infrastructure Cybersecurity (the "NIST Framework") issued by the U.S. government in 2014 and updated in 2018, as a guideline to manage our cybersecurity-related risk. The NIST Framework outlines 108 subcategories of security controls and outcomes over five functions: identify, protect, detect, respond and recover.

To further demonstrate our commitment to maintaining the highest levels of quality service, information security, and client satisfaction within an environment that fosters continual improvement, most of our business units and our core applications and facilities for the provision of many services including our proxy services, U.S. equity and fixed income securities processing services, and Kyndryl's data centers, are International Organization for Standardization ("ISO") 27001 certified. This security standard specifies the requirements for establishing, implementing, operating, monitoring, reviewing, maintaining and improving a documented Information Security Management System within the context of the organization's overall business risks. It specifies the requirements for the implementation of security controls customized to the needs of individual organizations. The ISO 27001 standard addresses confidentiality, access control, vulnerability, business continuity, and risk assessment.

We engage an independent third-party cybersecurity services and consulting firm to review our information security program quarterly and provide a quarterly report on the program to the Audit Committee of our Board of Directors. We also have a third-party firm conduct phishing tests on our associates and perform network penetration tests. In addition, we conduct regular security awareness training and testing of our employees.

Regulation

The securities and financial services industries are subject to extensive regulation in the U.S. and in other jurisdictions. As a matter of public policy, regulatory bodies in the U.S. and the rest of the world are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of investors participating in those markets. Due to the nature of our services and the markets we serve, these regulatory bodies impact our businesses in various manners.

In the U.S., the securities and financial services industries are subject to regulation under both federal and state laws. At the federal level, the SEC regulates the securities industry, along with the Financial Industry Regulatory Authority, Inc. ("FINRA"), the various stock exchanges, and other SROs. In addition, SEC rules require public companies to reimburse banks and broker-dealers for the expense of distributing stockholder communications to beneficial owners of securities held in street name, and those reimbursement rates as well as rates we charge for our proxy services are set by the NYSE. The Department of Labor ("DOL") enforces the Employee Retirement Income Security Act of 1974 ("ERISA") regulations on fiduciaries and organizations that provide services to retirement plans. As a provider of services to financial institutions and issuers of securities, our services, such as our proxy and shareholder report processing and distribution services, are provided in a manner to assist our clients in complying with the laws and regulations to which they are subject. As a result, the services we provide may be required to change as applicable laws and regulations are adopted or revised. We monitor legislative and rulemaking activity by the SEC, FINRA, DOL, the stock exchanges and other regulatory bodies that may impact our services, and if new laws or regulations are adopted or changes are made to existing laws or regulations applicable to our services, we expect to adapt our business practices and service offerings to continue to assist our clients in fulfilling their obligations under new or modified requirements.

Certain aspects of our business are subject to regulatory compliance or oversight. As a provider of technology services to financial institutions, certain aspects of our U.S. operations are subject to regulatory oversight and examination by the Federal Financial Institutions Examination Council ("FFIEC"), an interagency body of the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the National Credit Union Administration and the Consumer Financial Protection Bureau. Periodic examinations by the FFIEC generally include areas such as internal audit, risk management, business continuity planning, information security, systems development, and third-party vendor management to identify potential risks related to our services that could adversely affect our banking and financial services clients.

In addition, our business process outsourcing, mutual fund processing and transfer agency solutions, as well as the entities providing those services, are subject to regulatory oversight. Our business process outsourcing and mutual fund processing services are performed by a broker-dealer, Broadridge Business Process Outsourcing, LLC ("BBPO"). BBPO is registered with the SEC, is a member of FINRA and is required to participate in the Securities Investor Protection Corporation ("SIPC"). Although BBPO's FINRA membership agreement allows it to engage in clearing and the retailing of corporate securities in addition to mutual fund retailing on a wire order basis, BBPO does not clear customer transactions, process any retail business or carry customer accounts. BBPO is subject to regulations concerning many aspects of its business, including trade practices, capital requirements, record retention, money laundering prevention, the protection of customer funds and customer securities, and the supervision of the conduct of directors, officers and employees. A failure to comply with any of these laws, rules or regulations could result in censure, fine, the issuance of cease-and-desist orders, or the suspension or revocation of SEC or FINRA authorization granted to allow the operation of its business or disqualification of its directors, officers or employees. There has been continual regulatory scrutiny of the securities industry including the outsourcing by firms of their operations or functions. This oversight could result in the future enactment of more restrictive laws or rules with respect to business process outsourcing. As a registered broker-dealer and member of FINRA, BBPO is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934, as amended, which requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this capital requirement.

BBPO, as a "Managing Clearing Member" of the Options Clearing Corporation (the "OCC"), is also subject to OCC Rule 309(b) with respect to the business process outsourcing services that it provides to other OCC "Managed Clearing Member" broker-dealers. OCC Rule 309(b) requires that BBPO maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this capital requirement.

Matrix Trust Company ("Matrix Trust"), is a Colorado State chartered, non-depository trust company and National Securities Clearing Corporation trust member, whose primary business is to provide cash agent, custodial and directed trustee services to institutional customers, and investment management services to collective investment trust funds ("CITs"). As a result, Matrix Trust is subject to various regulatory capital requirements administered by the Colorado Division of Banking and the Arizona Department of Insurance and Financial Institutions, as well as the National Securities Clearing Corporation. Specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items, when applicable, must be

met. At June 30, 2022, Matrix Trust was in compliance with its capital requirements. In addition, in connection with the offering of CITs, Matrix Trust acts as a discretionary trustee and an ERISA fiduciary. CITs are subject to regulation by the IRS, federal and state banking regulators, and the DOL, which impose a number of duties on persons who are fiduciaries under ERISA. Matrix Trust is also subject to regulation by the Colorado Division of Banking and the Arizona Department of Financial Institutions which regulate CITs pursuant to guidance issued by the Office of the Comptroller of the Currency regulation.

Our transfer agency business, Broadridge Corporate Issuer Solutions, is subject to certain SEC rules and regulations, including annual reporting, examination, internal controls, proper safeguarding of issuer and shareholder funds and securities, maintaining a written Identity Theft Prevention Program, and obligations relating to its operations. Our transfer agency business is subject to certain NYSE requirements concerning operational standards as a transfer agent or registrar for NYSE-listed companies. Furthermore, it is also subject to U.S. Internal Revenue Service (the "IRS") regulations, as well as certain provisions of the Gramm-Leach-Bliley Act ("GLBA") and the Federal Trade Commission's (the "FTC") regulations with respect to maintenance of information security safeguards. In addition, Broadridge Corporate Issuer Solutions complies with all applicable trade control laws and regulations, including country/territory-based sanctions and list-based sanctions maintained by the U.S. and other jurisdictions where we do business. Finally, state laws govern certain services performed by our transfer agency business.

In addition, we are required to comply with anti-money laundering laws and regulations, such as, in the U.S., the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001 (collectively, the "BSA"), and the BSA implementing regulations of the Financial Crimes Enforcement Network ("FinCEN"), a bureau of the U.S. Department of the Treasury. A variety of similar anti-money laundering requirements apply in other countries. We are also subject to the relevant aspects of regulations and guidance published by FinCEN (as discussed below), which includes the Know Your Customer ("KYC") requirements promulgated by FinCEN.

Privacy and Information Security Regulations

The processing and transfer of personal information is required to provide certain of our services. Privacy laws and regulations in the U.S. and foreign countries apply to the access, collection, transfer, use, storage, and destruction of personal information. In the U.S., our financial institution clients are required to comply with privacy regulations imposed under the GLBA, in addition to other regulations. As a processor of personal information in our role as a provider of services to financial institutions, we must comply with the FTC's Safeguards Rule implementing certain provisions of GLBA with respect to maintenance of information security safeguards.

We perform services for healthcare companies and are, therefore, subject to compliance with laws and regulations regarding healthcare information, including in the U.S., the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). We also perform credit-related services and agree to comply with payment card standards, including the Payment Card Industry Data Security Standard. In addition, federal and state privacy and information security laws, and consumer protection laws, which apply to businesses that collect or process personal information, also apply to our businesses.

Privacy laws and regulations may require notification to affected individuals, federal and state regulators, and consumer reporting agencies in the event of a security breach that results in unauthorized access to, or disclosure of, certain personal information. Privacy laws outside the U.S. may be more restrictive and may require different compliance requirements than U.S. laws and regulations, and they may impose additional duties on us in the performance of our services.

There has been increased public attention regarding the use and transfer of personal information, accompanied by legislation, regulations and enforcement activity intended to strengthen data protection, information security and consumer and personal privacy.

The law in this area continues to develop and the changing nature of privacy laws in the U.S., the European Union and elsewhere could impact our processing of personal information of our employees and on behalf of our clients. For example, the European Union Parliament adopted the comprehensive General Data Protection

Regulation ("GDPR") and the California Consumer Privacy Act ("CCPA") became effective as of January 2020 and the California Consumer Privacy Rights Act ("CPRA") will become effective on January 1, 2023. In addition, several U.S. states have also recently adopted new privacy laws or are proposing to pass their own state privacy laws.

We continually monitor privacy and information security laws and regulations and while we believe that we are compliant with our regulatory responsibilities, information security threats continue to evolve, resulting in increased risk and exposure. In addition, legislation, regulation, litigation, court rulings, or other events could expose Broadridge to increased costs, liability, and possible damage to our reputation.

Legal Compliance

Regulations issued by the Office of Foreign Assets Control ("OFAC") of the U.S. Department of Treasury place prohibitions and restrictions on all U.S. citizens and entities, including the Company, with respect to transactions by U.S. persons with specified countries and individuals and entities identified on OFAC's sanctions lists and Specially Designated Nationals and Blocked Persons List (a published list of individuals and companies owned or controlled by, or acting for or on behalf of, countries subject to certain economic and trade sanctions, as well as terrorists, terrorist organizations and narcotics traffickers identified by OFAC under programs that are not country specific). Similar requirements apply to transactions and dealings with persons and entities specified in lists maintained in other countries. We have developed procedures and controls that are designed to monitor and address legal and regulatory requirements and developments to protect against having direct business dealings with such prohibited countries, individuals or entities.

Compliance with laws and regulations that are applicable to our businesses with an international reach can be complex and may increase our cost of doing business in international jurisdictions. Our international business could expose us to fines and penalties if we fail to comply with these regulations. These laws and regulations include import and export requirements, trade restrictions and embargoes, data privacy requirements, labor laws, tax laws, anti-competition regulations, U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting bribery and other improper payments or inducements, such as the U.K. Bribery Act. Although we have implemented policies, procedures and training designed to ensure compliance with applicable laws and regulations, there can be no assurance that our employees, contractors, vendors and agents will not take actions in violation of our policies or applicable laws and regulations, particularly as we expand our operations, including through acquisitions of businesses that were not previously subject to and may not have familiarity with laws and regulations applicable to us or compliance policies similar to ours. Any violations of sanctions or export control regulations or other laws could subject us to civil or criminal penalties, including the imposition of substantial fines and interest or prohibitions on our ability to offer our products and services to one or more countries, and could also damage our reputation, our international expansion efforts and our business, and negatively impact our operating results.

Human Capital Management

As of June 30, 2022, we had approximately 14,300 full-time associates, of which approximately 49% were employed in the U.S. Of the approximately 51% of associates located outside of the U.S., 34% are in the APAC region, where a substantial number of associates are in India, and 12% are in Europe. None of our U.S. employees are represented by a labor union. In some countries outside the U.S., we have works councils, or we are required by local law to enter into and/or comply with industry-wide collective bargaining agreements. We believe that our employee relations are good.

We are driven by the success of each of our associates, and we recognize that it is because of their hard work, talent and commitment that we continue to deliver outstanding results for our clients. That is why we strive to provide a workplace that fosters a collaborative and supportive culture where everyone feels welcomed, accepted and empowered to be their best. At the center of our associate engagement efforts is the concept of the Service-Profit Chain, where engaged associates deliver world-class service, which creates satisfied clients and, in turn, produces strong, long-term value for stockholders.

Our human capital strategies are developed and managed by our Chief Human Resources Officer, who reports to the Chief Executive Officer, and are overseen by the Company's Board of Directors and the Compensation Committee of the Board of Directors. Our Board of Directors believes that human capital management and succession planning are vital to our success. The Board annually reviews the Company's

leadership bench and succession planning. In addition, the Board receives regular updates on talent and other human capital matters such as culture, attrition and retention, and quarterly updates on our progress on our diversity, equity and inclusion ("DEI") initiatives and practices, including an annual update from our Chief Diversity Officer. The Compensation Committee's oversight includes initiatives and programs that concern our culture, talent, recruitment, retention and associate engagement.

Diversity, Equity and Inclusion

We are dedicated to fostering a diverse, equitable, inclusive and healthy environment. As a leading provider of technology, communications and data and analytics solutions to businesses around the world, it is critical that we understand, embrace and operate in a multicultural environment. Every associate has unique strengths, which, when fully appreciated and embraced, enable everyone to perform at their best, leading to our success. Our goal is to ensure our associates at every level of the organization represent the diversity of the clients we serve and the communities in which we work. We are committed to advancing DEI initiatives and values as part of our culture.

We have an Executive Diversity Council, chaired by our President, that meets quarterly and provides insight and recommendations on critical DEI-related opportunities and challenges. In addition, we support a number of associate-led employee resource groups (our Associate Networks), where associates with similar backgrounds and interests can find peer support, shape company culture, receive mentorship and sponsorship from senior members and develop their careers.

We have a Chief Diversity Officer, whose role is to implement a holistic DEI strategy, and partner with our business units to develop the resources and competencies needed to drive this strategy. Our Chief Diversity Officer is a member of the Executive Diversity Council and provides regular updates to our Chief Executive Officer and executive leadership team. In addition, the Chief Diversity Officer serves as an advisor on global initiatives, such as our Associate Networks, and our recruitment and compliance efforts. We provide regular updates regarding our diversity efforts and performance to our Board.

In 2022, we conducted our inaugural DEI survey to learn more about our associates' perceptions and experiences with diversity, equity and inclusion at Broadridge. The survey was run globally, and over 7,000 associates across 19 countries participated. The overwhelming majority of our associates believe that 1) the importance of DEI is reflected in the priorities of Broadridge's business, 2) we were successful in advancing DEI initiatives over the past year, and 3) we create a physically and psychologically safe environment where associates feel they belong, and they are included and treated fairly. The survey also identified some areas of focus and provided a baseline that will enable us to measure our progress over time.

Talent and Development

We believe that our associates are among our most important assets. Encouraging professional development opportunities is a core part of our culture. One important resource we provide our associates is Broadridge University, a comprehensive suite of online courses and on-site training. We offer career-enhancing programs from top business schools to leaders in our Associate Networks, have a tuition reimbursement program, and support participation in external learning opportunities. Our reverse mentoring program supports associate engagement and increasing a sense of belonging and inclusion by aligning associates from all levels and backgrounds (including but not limited to different generations, race, gender, ability, and sexual orientation) to serve as mentors to senior leaders. We offer our technology associates with resources to supplement their work experience, including a skills inventory to identify strengths and new opportunities, and a Technology Expert Career Track, a transparent process that allows associates to grow as leaders in the organization. We also empower associates to learn and grow as subject matter experts in the financial markets. In turn, this enables our associates to assist our clients with their expertise and adds value to our associates' own career development and skill sets.

Health, Safety and Wellness

We are committed to providing a safe workplace. We continuously strive to meet or exceed all laws, regulations and accepted practices pertaining to workplace safety. We have developed extensive safety policies, standards and procedures to which all associates are required to comply. Our policies are based on both U.S. Occupational Safety and Health Administration standards and site-specific guidelines to ensure that associates

work in a safe and healthy environment. At our larger production facilities and at certain other locations, we house on-site Wellness Centers staffed with physicians, nurse practitioners and physician assistants who provide a wide variety of medical services at no cost to our associates.

As we continue to navigate the Covid-19 pandemic, the well-being of our associates is one of our highest priorities. We have taken numerous steps in support of these priorities, including remote work for our non-production associates, and stringent safety and disinfecting measures in our facilities to mitigate the spread of the virus. We removed economic pressure to work by providing extended leave for those who are ill or required to quarantine. The Broadridge Pandemic/Covid-19 Committee continues to track the latest developments of the pandemic applying guidance from health authorities in the locations in which we operate. We have deployed a task force focused on safely re-opening our offices providing personal protective equipment at no cost to associates, and we have taken other measures to ensure a safe work environment for all.

Associate Compensation and Benefits

We have demonstrated a history of investing in our workforce by offering competitive salaries and wages. In addition, we offer various types of compensation, which vary by associate role and country/region, and may include annual bonuses, stock awards, and retirement savings plans. Also, a portion of every associate's incentive compensation is tied to client satisfaction goals, which reinforces our commitment to the Service-Profit Chain and rewards associates for their contributions to Broadridge's overall client satisfaction performance. In addition we offer the following benefits, which may vary by country/region: healthcare and insurance benefits, tax efficient or savings programs, such as health and dependent care flexible spending accounts, health savings account and pretax commuter benefits or green transport tax savings programs, paid time off, including volunteer time off, paid parental leave, quarantine and Covid-19 leave, and vaccination time off, life and disability insurance, business travel accident insurance, charitable gift matching, tuition assistance and on-site health centers, among others.

Associate Engagement

We regularly conduct multiple surveys and focus groups to assess associate engagement and determine if and how perspectives have changed over time. Our surveys and focus group practices allow our associates to share their views on our workplace, the importance of various aspects of work life, among other topics. The themes and insights of our associate feedback are shared with our executive leadership and has been instrumental in shaping our approach to planning for the future of our workplace. In fiscal year 2022, our employee engagement score of 77% overall favorable rating remained consistent with our 2021 score in the annual Great Place to Work® survey, which was an 8% increase over the 2020 score. In addition, 80% of our associates stated that Broadridge is a "great place to work," and for the fourth consecutive year, we received U.S. and Canada certification from Great Place to Work for our outstanding workplace culture. We also received certification in India for the fifth consecutive year and certification in the United Kingdom, Ireland, and Russia for the second year in a row. In addition, for the first time, we have achieved Great Place to Work certification in Romania, Poland, Singapore, and Japan, and were voted one of the Best Workplaces for Women (UK). The Great Place to Work Institute is a global authority on high-trust, high-performance workplaces.

Available Information

Our headquarters are located at 5 Dakota Drive, Lake Success, New York 11042, and our telephone number is (516) 472-5400.

We maintain an Investor Relations website at www.broadridge-ir.com. We make available free of charge, on or through this website, our annual, quarterly and current reports, and any amendments to those reports as soon as reasonably practicable following the time they are electronically filed with or furnished to the SEC. To access these reports, just click on the "SEC Filings" link found at the top of our Investor Relations page. You can also access our Investor Relations page through our main website at www.broadridge.com by clicking on the "Investor Relations" link, which is located at the top of our homepage. Information contained on our website is not incorporated by reference into this Annual Report on Form 10-K or any other report filed with or furnished to the SEC.

In addition, the SEC maintains a website (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

ITEM 1A. Risk Factors

You should carefully consider each of the following risks and all of the other information set forth in this Annual Report on Form 10-K or incorporated by reference herein. Based on the information currently known to us, we believe that the following information identifies the most significant factors affecting our company. However, additional risks and uncertainties not currently known to us or that we currently believe to be immaterial may also adversely affect our business.

If any of the following risks and uncertainties develop into actual events, they could have a material adverse effect on our business, financial condition, or results of operations.

Our clients are subject to complex laws and regulations, and new laws or regulations and/or changes to existing laws or regulations could impact our clients and, in turn, adversely impact our business or may reduce our profitability.

We provide technology solutions to financial services firms that are generally subject to extensive regulation in the U.S. and in other jurisdictions. As a provider of products and services to financial institutions and issuers of securities, our products and services are provided in a manner designed to assist our clients in complying with the laws and regulations to which they are subject. Therefore, our services, such as our proxy, shareholder report distribution, and customer communications services, are particularly sensitive to changes in laws and regulations, including those governing the financial services industry and the securities markets. Changes in laws and regulations could require changes in the services we provide or the manner in which we provide our services, or they could result in a reduction or elimination of the demand for our services.

Our investor communications services and the fees we charge our clients for certain services are subject to change if applicable SEC or stock exchange rules or regulations are amended, or new laws or regulations are adopted, which could result in a material negative impact on our business and financial results. For example, the SEC's recently proposed modifications to the mutual fund and exchange-traded fund disclosure framework could have an impact on our services, business and financial results if adopted and implemented as proposed.

In addition, new regulations governing our clients could result in significant expenditures that could cause them to reduce their use of our services, seek to renegotiate existing agreements, or cease or curtail their operations, all of which could adversely impact our business. Further, an adverse regulatory action that changes a client's business or adversely affects its financial condition, could decrease their ability to purchase, or their demand for, our products and services. The loss of business from any of our larger clients could have a material adverse effect on our revenues and results of operations.

Consolidation in the financial services industry could adversely affect our revenues by eliminating some of our existing and potential clients and could make us increasingly dependent on a more limited number of clients.

Mergers or consolidations of financial institutions could reduce the number of our clients and potential clients. If our clients merge with or are acquired by other firms that are not our clients, or firms that use fewer of our services, they may discontinue or reduce the use of our services. In addition, it is possible that the larger financial institutions resulting from mergers or consolidations could decide to perform in-house some or all of the services that we currently provide or could provide. Any of these developments could have a material adverse effect on our business and results of operations.

A large percentage of our revenues are derived from a small number of clients in the financial services industry and the loss of any of such clients could have a material impact on our revenues and also result in an asset write-down of our client onboarding costs.

In fiscal year 2022, we derived approximately 46% of the revenues of our Global Technology and Operations segment from the 15 largest clients in that segment. Our largest single client accounted for approximately 7% of our consolidated revenues in fiscal year 2022. While these clients generally work with multiple business segments, the loss of business from any of these clients due to merger or consolidation, financial difficulties or bankruptcy, or the termination or non-renewal of contracts could have a material adverse effect on our revenues and results of operations. Also, a delay in onboarding a client onto our technology would result in a delay in our recognition of revenue from that client. Further, in the event of a reduction of a client's demand for our services or the loss of a client's business, in addition to losing the revenue from that client, we

could be required to write-off any client investments that are not offset by any contract termination fees, including costs incurred to onboard a client or convert a client's systems to function with our technology. Such costs for all clients represented approximately 15% of our total assets as of June 30, 2022, with one client representing a large portion of such amount.

Security breaches or cybersecurity attacks could adversely affect our ability to operate, could result in personal, confidential or proprietary information being misappropriated, and may cause us to be held liable or suffer harm to our reputation.

We process and transfer sensitive data, including personal information, valuable intellectual property and other proprietary or confidential data provided to us by our clients, which include financial institutions, public companies, mutual funds, and healthcare companies. We also handle personal information of our employees in connection with their employment. We maintain systems and procedures including encryption, authentication technology, data loss prevention technology, entitlement management, access control and anti-malware software, and transmission of data over private networks to protect against unauthorized access to physical and electronic information, including by cybersecurity attacks. However, information security threats continue to evolve resulting in increased risk and exposure and increased costs to protect against the threat of information security breaches or to respond to or alleviate problems caused by such breaches.

In certain circumstances, our third-party vendors may have access to sensitive data including personal information. It is also possible that a third-party vendor could intentionally or inadvertently disclose sensitive data, including personal information. We require our third-party vendors to have appropriate security controls if they have access to the personal information of our clients' customers or our employees. However, despite those safeguards, it is possible that unauthorized individuals could improperly access our systems or those of our vendors, or improperly obtain or disclose the sensitive data including personal information that we or our vendors process or handle.

Many of our services are provided through the Internet, which increases our exposure to potential cybersecurity attacks. We have experienced cybersecurity threats to our information technology infrastructure and have experienced non-material cybersecurity attacks, attempts to breach our systems and other similar incidents. Future threats could cause harm to our business and our reputation and challenge our ability to provide reliable service, as well as negatively impact our results of operations materially. Our insurance coverage may not be adequate to cover all the costs related to cybersecurity attacks or disruptions resulting from such events.

Any security breach resulting in the unauthorized use or disclosure of certain personal information could put individuals at risk of identity theft and financial or other harm and result in costs to us in investigation, remediation, legal defense and in liability to parties who are financially harmed. We may incur significant costs to protect against the threat of information security breaches or to respond to or alleviate problems caused by such breaches. For example, laws may require notification to regulators, clients or employees and enlisting credit monitoring or identity theft protection in the event of a privacy breach. A cybersecurity attack could also be directed at our systems and result in interruptions in our operations or delivery of services to our clients and their customers. Furthermore, a material security breach could cause us to lose revenues, lose clients or cause damage to our reputation.

The Covid-19 pandemic may negatively impact our business, results of operations and financial performance.

The Covid-19 pandemic continues to persist throughout the world, including the U.S., India, Canada, Europe and other locations where we operate. To date, the Covid-19 pandemic has negatively impacted the global economy, created significant financial market volatility, disrupted global supply chains, and resulted in a significant number of infections and deaths worldwide.

In response to the Covid-19 pandemic, we have taken, and expect to continue to take, measures designed to protect the health of our employees and to minimize our operational disruption and resulting provision of services to our clients. These measures have increased our expenses and we may continue to incur such expenses.

In addition, the Covid-19 pandemic has created significant uncertainties. These uncertainties include, but are not limited to, the adverse effects of the pandemic on the economy, our employees, our clients and our third-party service providers. We continue to work with our stakeholders to responsibly address the effects of this global pandemic and take appropriate actions in an effort to mitigate any adverse consequences. However, we

cannot assure you that we will be successful in any such mitigation efforts. The extent to which the Covid-19 pandemic may impact our operations will depend on future developments which are highly uncertain and cannot be predicted with confidence, including the duration of the pandemic, the emergence of new virus variants, outbreaks occurring at any of our facilities and changes in worldwide and U.S. economic conditions.

Our business and results of operations may be adversely affected if we do not comply with legal and regulatory requirements that apply to our services or businesses, and new laws or regulations and/or changes to existing laws or regulations to which we are subject may adversely affect our ability to conduct our business or may reduce our profitability.

The legislative and regulatory environment of the financial services industry is continuously changing. The SEC, FINRA, DOL, various stock exchanges and other U.S. and foreign governmental or regulatory authorities continuously review legislative and regulatory initiatives and may adopt new or revised laws and regulations or provide revised interpretations or they may change the enforcement priorities with respect to existing laws and regulations. These legislative and regulatory initiatives impact the way in which we conduct our business, requiring changes to the way we provide our services or additional investment which may make our business more or less profitable. Further, as a provider of technology services to financial institutions, certain aspects of our U.S. operations are subject to regulatory oversight and examination by the FFIEC. A sufficiently unfavorable review from the FFIEC could have a material adverse effect on our business. With an increased focus on cybersecurity and vendor risk management, the FFIEC and other regulatory agencies provide guidelines for overseeing technology service providers, increasing the contractual requirements with our clients and the cost of providing our services.

Our business process outsourcing, mutual fund processing and transfer agency solutions as well as the entities providing those services are subject to regulatory oversight. Our provision of these services must comply with applicable rules and regulations of the SEC, FINRA, DOL, various stock exchanges and other regulatory bodies charged with safeguarding the integrity of the securities markets and other financial markets and protecting the interests of investors participating in these markets. If we fail to comply with any applicable regulations in performing these services, we could be subject to suits for breach of contract or to governmental proceedings, censures and fines. In addition, we could lose clients and our reputation could be harmed, negatively impacting our ability to attract new clients.

As a provider of data and business processing solutions, our systems contain a significant amount of sensitive data, including personal information, related to our clients, customers of our clients, and our employees. We are, therefore, subject to compliance obligations under federal, state and foreign privacy and information security laws, including in the U.S., the GLBA, HIPAA, the CCPA, and the GDPR in the European Union, and we are subject to compliance with various client industry standards such as PCI DSS as well as Medicare and Medicaid programs related to our clients. We are subject to penalties for failure to comply with such regulations and requirements, and such penalties could have a material adverse effect on our financial condition, results of operations, or cash flows. There has been increased public attention regarding the use of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer and personal privacy. The law in these areas continues to develop, the number of jurisdictions adopting such laws continues to increase and these laws may be inconsistent from jurisdiction to jurisdiction. Furthermore, the changing nature of privacy laws in the U.S., the European Union and elsewhere could impact our processing of personal information of our employees and on behalf of our clients.

Our ability to comply with regulations depends largely upon the maintenance of an effective compliance system which can be time consuming and costly, as well as our ability to attract and retain qualified compliance personnel.

Our revenues may decrease due to declines in the levels of participation and activity in the securities markets.

We generate significant revenues from the transaction processing fees we earn from our services. These revenue sources are substantially dependent on the levels of participation and activity in the securities markets. The number of unique securities positions held by investors through our clients and our clients' customer trading volumes reflect the levels of participation and activity in the markets, which are impacted by market prices, and the liquidity of the securities markets, among other factors. Volatility in the securities markets and sudden sharp or gradual but sustained declines in market participation and activity can result in reduced investor communications activity, including reduced proxy and event-driven communications processing such as mutual

fund proxy, mergers and acquisitions and other special corporate event communications processing, and reduced trading volumes. In addition, our event-driven fee revenues are based on the number of special corporate events and transactions we process. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. As such, the timing and level of event-driven activity and its potential impact on our revenues and earnings are difficult to forecast. The occurrence of any of these events would likely result in reduced revenues and decreased profitability from our business operations.

We may be adversely impacted by a failure of third-party service providers to perform their functions.

We rely on relationships with third parties, including our service providers and other vendors for certain functions. If we are unable to effectively manage our third-party relationships and the agreements under which our third-party vendors operate, our financial results or reputation could suffer. We rely on these third parties, including our data center and cloud services providers, to provide services in a timely and accurate manner and to adequately address their own cybersecurity risks. Failure by these third parties to adequately perform their services as expected could result in material interruptions in our operations, and negatively impact our services resulting in a material adverse effect on our business and financial results.

Certain of our businesses rely on a single or a limited number of service providers or vendors. Changes in the business condition (financial or otherwise) of these service providers or vendors could impact their provision of services to us or they may no longer be able to provide services to us at all, which could have a material adverse effect on our business and financial results. In such circumstances, we cannot be certain that we will be able to replace our key third-party vendors in a timely manner or on terms commercially reasonable to us given, among other reasons, the scope of responsibilities undertaken by some of our service providers, the depth of their experience and their familiarity with our operations generally.

If we change a significant vendor, an existing service provider makes significant changes to the way it conducts its operations, or is acquired, or we seek to bring in-house certain services performed today by third parties, we may experience unexpected disruptions in the provision of our solutions, which could have a material adverse effect on our business and financial results.

Furthermore, certain third-party service providers or vendors may have access to sensitive data including personal information, valuable intellectual property and other proprietary or confidential data, including that provided to us by our clients. It is possible that a third-party vendor could intentionally or inadvertently disclose sensitive data including personal information, which could have a material adverse effect on our business and financial results and damage our reputation.

We rely on the United States Postal Service ("USPS") and other third-party carriers to deliver communications and changes in our relationships with these carriers or an increase in postal rates or shipping costs may adversely impact demand for our products and services and could have an adverse impact on our business and results of operations.

We rely upon the USPS and third-party carriers, including the United Parcel Service, for timely delivery of communications on behalf of our clients. As a result, we are subject to carrier disruptions due to factors that are beyond our control, including employee strikes, inclement weather, increased fuel costs. Any failure to deliver communications to or on behalf of our clients in a timely and accurate manner may damage our reputation and brand and could cause us to lose clients. In addition, the USPS has incurred significant financial losses in recent years and may, as a result, implement significant changes to the breadth or frequency of its mail delivery causing disruptions in the service. If our relationship with any of these third-party carriers is terminated or impaired, or if any of these third parties are unable to distribute communications, we would be required to use alternative, and possibly more expensive, carriers to complete our distributions on behalf of our clients. We may be unable to engage alternative carriers on a timely basis or on acceptable terms, if at all, which could have an adverse effect on our business. In addition, future increases in postal rates or shipping costs, as well as changes in customer preferences, may result in decreased demand for our traditional printed and mailed communications resulting in an adverse effect on our business, financial condition and results of operations.

In the event of a disaster, our disaster recovery and business continuity plans may fail, which could result in the loss of client data and adversely interrupt operations.

Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe, natural disaster, or severe weather, as well as events resulting from unauthorized security breach, power loss, telecommunications failure, terrorist attack, pandemic, or other events that could have a significant disruptive effect on our operations. We have disaster recovery and business continuity plans in place in the event of system failure due to any of these events and we test our plans regularly. In addition, our data center services provider also has disaster recovery plans and procedures in place. However, we cannot be certain that our plans, or those of our data center services provider, will be successful in the event of a disaster. If our disaster recovery or business continuity plans are unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material adverse interruptions to our operations or delivery of services to our clients, and we could be liable to parties who are financially harmed by those failures. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

Any slowdown or failure of our computer or communications systems could impact our ability to provide services to our clients and support our internal operations and could subject us to liability for losses suffered by our clients or their customers.

Our services depend on our ability to store, retrieve, process, and manage significant databases, and to receive and process transactions and investor communications through a variety of electronic systems. Our systems, those of our data center and cloud services providers, or any other systems with which our systems interact could slow down significantly or fail for a variety of reasons, including:

- computer viruses or undetected errors in internal software programs or computer systems;
- direct or indirect hacking or denial of service cybersecurity attacks;
- inability to rapidly monitor all system activity;
- inability to effectively resolve any errors in internal software programs or computer systems once they are detected;
- heavy stress placed on systems during peak times or due to high volumes or volatility; or
- power or telecommunications failure, fire, flood, pandemic or any other disaster.

While we monitor system loads and performance and implement system upgrades to handle predicted increases in trading volume and volatility, we may not be able to predict future volume increases or volatility accurately or that our systems and those of our data center services and cloud services providers will be able to accommodate these volume increases or volatility without failure or degradation. In addition, we may not be able to prevent cybersecurity attacks on our systems. Moreover, because we have outsourced our data center operations and use third-party cloud services providers for storage of certain data, the operation, performance and security functions of the data center and the cloud system involve factors beyond our control. Any significant degradation or failure of our computer systems, communications systems or any other systems in the performance of our services could cause our clients or their customers to suffer delays in their receipt of our services. These delays could cause substantial losses for our clients or their customers, and we could be liable to parties who are financially harmed by those failures. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

The inability to properly perform our services or operational errors in the performance of our services could lead to liability for claims, client loss and result in reputational damage.

The inability or the failure to properly perform our services could result in our clients and/or certain of our subsidiaries that operate regulated businesses being subjected to losses including censures, fines, or other sanctions by applicable regulatory authorities, and we could be liable to parties who are financially harmed by those errors. In addition, the inability to properly perform our services or errors in the performance of our services could cause us to incur expenses including service penalties, lose revenues, lose clients or damage our reputation.

General economic and political conditions and broad trends in business and finance that are beyond our control may contribute to reduced levels of activity in the securities markets, which could result in lower revenues from our business operations.

Our services are impacted by the number of unique securities positions held by investors through our clients, the level of investor communications activity we process on behalf of our clients, trading volumes, market prices, and liquidity of the securities markets. These factors are in turn affected by general national and international economic and political conditions, and broad trends in business and finance that result in changes in participation and activity in the securities markets. For example, the Covid-19 pandemic and Russia's invasion of Ukraine have adversely impacted global commercial activity and have had a negative impact on the global economy, adversely impacting our clients. These factors include:

- economic, political and market conditions;
- legislative and regulatory changes;
- the availability of short-term and long-term funding and capital;
- the level and volatility of interest rates;
- currency values and inflation;
- financial well-being of our clients; and
- national, state, and local taxation levels affecting securities transactions.

These factors are beyond our control and may contribute to reduced levels of participation and activity in the securities markets. Our revenues have historically been largely driven by transaction processing based on levels of participation and activity in the securities markets. Accordingly, any significant reduction in participation and activity in the securities markets would likely result in lower revenues from our business operations.

If the operational systems and infrastructure that we depend on fail to keep pace with our growth, we may experience operating inefficiencies, client dissatisfaction and lost revenue opportunities.

The growth of our business and expansion of our client base may place a strain on our management and operations. We believe that our current and anticipated future growth will require the implementation of new and enhanced communications and information systems, the training of personnel to operate these systems, and the expansion and upgrade of core technologies. While many of our systems are designed to accommodate additional growth without redesign or replacement, we may nevertheless need to make significant investments in additional hardware and software to accommodate growth. In addition, we cannot assure you that we will be able to predict the timing or rate of this growth accurately or expand and upgrade our systems and infrastructure on a timely basis.

Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. We cannot assure you that we will be able to manage or continue to manage our future growth successfully. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities.

If we are unable to respond to the demands of our existing and new clients, or adapt to technological changes or advances, our business and future growth could be impacted.

The global financial services industry is characterized by increasingly complex and integrated infrastructures and products, new and changing business models and rapid technological and regulatory changes. Our clients' needs and demands for our products and services evolve with these changes. Our future success will depend, in part, on our ability to respond to our clients' demands for new services, capabilities and technologies on a timely and cost-effective basis. We also need to adapt to technological advancements such as digital and distributed ledger or blockchain technologies and cloud computing and keep pace with changing regulatory standards to address our clients' increasingly sophisticated requirements. Transitioning to these new technologies may be disruptive to our resources and the services we provide and may increase our reliance on third-party service providers such as our cloud services provider.

In addition, we run the risk of disintermediation due to emerging technologies, including distributed ledger or blockchain technologies. If we fail to adapt or keep pace with new technologies in a timely manner, it could harm our ability to compete, decrease the value of our products and services to our clients, and harm our business and impact our future growth.

Intense competition could negatively affect our ability to maintain or increase our business, financial condition, and results of operations.

The markets for our products and services continue to evolve and are highly competitive. We compete with a number of firms that provide similar products and services. In addition, our securities processing solutions compete with our clients' in-house capabilities to perform comparable functions. Our competitors may be able to respond more quickly to new or changing opportunities, technologies, and client requirements and may be able to undertake more extensive promotional activities, offer more attractive terms to clients and adopt more aggressive pricing policies than we will be able to offer or adopt. In addition, we expect that the markets in which we compete will continue to attract new competitors and new technologies. There can be no assurances that we will be able to compete effectively with current or future competitors. If we fail to compete effectively, our business, financial condition, and results of operations could be materially harmed.

We may be unable to attract and retain key personnel.

Our continued success depends on our ability to attract and retain key personnel such as our senior management and other qualified personnel including highly skilled technical employees to conduct our business. Skilled and experienced personnel in the areas where we compete are in high demand, and competition for their talents is intense. There can be no assurance that we will be successful in our efforts to recruit and retain the required key personnel. If we are unable to attract and retain qualified individuals or our recruiting and retention costs increase significantly, our operations and financial results could be materially adversely affected.

The inability to identify, obtain, retain, enforce and protect important intellectual property rights to technology could harm our business.

Our success depends in part upon a combination of patents, trademarks, service marks, copyrights, domain names and trade secrets to protect our intellectual property and marks. We also enter into confidentiality and invention assignment agreements with our employees, consultants and other third parties, and control access to our services, software and proprietary information. Moreover, we license or acquire technology that we incorporate into our services and products.

Despite our efforts to identify, obtain, retain, enforce and protect our intellectual property rights and proprietary information, we cannot be certain that they will be effective or sufficient to prevent the unauthorized access, use, copying, theft or the reverse engineering of our intellectual property and proprietary information for a variety of reasons, including: (a) our inability to detect misappropriation by third parties of our intellectual property; (b) disparate legal protections for intellectual property across different countries; (c) constantly evolving intellectual property legal standards as to the scope of protection, validity, non-infringement, enforceability and infringement defenses; (d) failure to maintain appropriate contractual restrictions and other measures to protect our know-how and trade secrets, or contract breaches by others; (e) failure to identify and obtain patents on patentable innovations; (f) potential invalidation, unenforceability, scope narrowing, dilution and opposition, through litigation and administrative processes both in the U.S. and abroad, of our intellectual property rights; and (g) other business or resource limitations on intellectual property enforcement against third parties.

Our products and services, and the products and services provided to us by third parties, may infringe upon intellectual property rights of third parties, and any infringement claims, whether initiated by or against us, could require us to incur substantial costs, distract our management, or prevent us from conducting our business.

Costly, complex, time-consuming and unpredictable litigation may be necessary to enforce our intellectual property rights, or challenge the purported validity or scope of third-party intellectual property. Further, although we attempt to avoid infringing upon known proprietary rights of third parties, we are subject to the risk of claims alleging infringement of third-party proprietary rights. All intellectual property litigations, even baseless claims, result in significant expense and diversion of resources, our management and time. Any adverse outcome in an intellectual property litigation may materially and adversely affect our brand, business, operations and financial condition, and require us to license the technology of others on unfavorable terms. Additionally, third parties that

provide us with products or services that are integral to the conduct of our business may also be subject to similar infringement allegations from others, which could prevent such third parties from continuing to provide these products or services to us. As a result, we may need to undertake work-arounds or substantial reengineering of our products or services in order to continue offering them, and we may not succeed in doing so. Furthermore, a party asserting such an infringement claim could secure a judgment against us that requires us to pay substantial damages, grants such party injunctive relief, or grants other court ordered remedies that could prevent us from conducting our business.

We use third-party open source software in our products and services. Though we have a policy, review board, and review process in place governing the use of open source software, there is a risk that we incorporate into our products and services open source software with onerous licensing terms that purportedly require us to make the source code of our proprietary code, combined with such open source software, available under such license. Furthermore, U.S. courts have not interpreted the terms of various open source licenses, but could interpret them in a manner that imposes unanticipated conditions or restrictions on our products and services. Usage of open source software can lead to greater risks than use of third-party commercial software, given that licensors generally disclaim all warranties on their open source software, and hackers frequently exploit vulnerabilities in open source software. Any use of open source software inconsistent with its license or our policy could harm our business, operations and financial position.

Acquisitions and integrating such acquisitions create certain risks and may affect operating results.

As part of our overall business strategy, we may make acquisitions and strategic investments in companies, technologies or products, or enter joint ventures. In fact, over the last three fiscal years we have completed 10 acquisitions and made strategic investments in seven firms. These transactions and the integration of acquisitions involve a number of risks. The core risks are in the areas of:

- *valuation*: finding suitable businesses to acquire at affordable valuations or on other acceptable terms; competition for acquisitions from other potential acquirors, and negotiating a fair price for the business based on inherently limited due diligence reviews;
- *integration*: managing the complex process of integrating the acquired company's people, products, technology, and other assets, and converting their financial, information security, privacy and other systems and controls to meet our standards, so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition; and
- *legacy issues*: protecting against actions, claims, regulatory investigations, losses, and other liabilities related to the predecessor business.

Also, the process of integrating these businesses may disrupt our business and divert our resources. These risks may arise for a number of reasons including, for example:

- incurring unforeseen obligations or liabilities in connection with such acquisitions;
- devoting unanticipated financial and management resources to an acquired business;
- borrowing money from lenders or selling equity or debt securities to the public to finance future acquisitions on terms that may be adverse to us;
- additional debt incurred to finance an acquisition could impact our liquidity and may cause a credit downgrade;
- loss of clients of the acquired business;
- entering markets where we have minimal prior experience; and
- experiencing decreases in earnings as a result of non-cash impairment charges.

In addition, international acquisitions, such as our 2021 acquisition of Itiviti, often involve additional or increased risks including, for example:

- geographically separated organizations, systems, and facilities;
- integrating personnel with diverse business backgrounds and organizational cultures;

- complying with non-U.S. regulatory requirements;
- enforcing intellectual property rights in some non-U.S. countries; and
- general economic and political conditions.

We have incurred additional debt in connection with the Itiviti acquisition, which could have a negative impact on our financing options and liquidity position, which could in turn adversely affect our business.

As of June 30, 2022, we had $3,793.0 million in aggregate principal amount of total debt. Additionally, our revolving credit facility has a remaining borrowing capacity of $1,475.0 million as of June 30, 2022. Our overall leverage and the terms of our financing arrangements could:

- limit our ability to obtain additional financing in the future for working capital, capital expenditures or acquisitions, to fund growth or for general corporate purposes, even when necessary to maintain adequate liquidity;
- make it more difficult for us to satisfy the terms of our debt obligations;
- limit our ability to refinance our indebtedness on terms acceptable to us, or at all;
- limit our flexibility to plan for and to adjust to changing business and market conditions;
- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to fund future investments, capital expenditures, working capital, business activities and other general corporate requirements; and
- increase our vulnerability to adverse economic or industry conditions.

Our ability to meet expenses and debt service obligations will depend on our future performance, which could be affected by financial, business, economic and other factors. If we are not able to pay our debt service obligations, we may be required to refinance all or part of our debt, sell assets, borrow more money or raise additional equity capital. In addition, if the credit ratings of our outstanding indebtedness are downgraded, or if rating agencies indicate that a downgrade may occur, our business, financial position, and results of operations could be adversely affected and perceptions of our financial strength could be damaged. A downgrade would also have the effect of increasing our borrowing costs and could decrease the availability of funds we are able to borrow, adversely affecting our business, financial position, and results of operations. Further, a downgrade could adversely affect our relationships with our clients.

We may incur non-cash impairment charges in the future associated with our portfolio of intangible assets, including goodwill.

As a result of past acquisitions, we carry a significant goodwill and other acquired intangible assets on our balance sheet. In addition, we also defer certain costs to onboard a client or convert a client's systems to function with our technology. Goodwill, intangible assets, net and deferred client conversion and start-up costs accounted for approximately 71% of the total assets on our balance sheet as of June 30, 2022. We test goodwill for impairment annually as of March 31st and we test goodwill, intangible assets, net and deferred client conversion and start-up costs for impairment at other times if events have occurred or circumstances exist that indicate the carrying value of goodwill may no longer be recoverable. Although no indications of an impairment have been identified, there can be no assurance that we will not incur impairment charges in the future, particularly in the event of a prolonged economic recession or loss of a key client or clients. A significant non-cash impairment could have a material adverse effect on our results of operations.

We operate internationally and our operations could be adversely impacted by local legal, economic, political and other conditions.

A portion of our revenue is generated outside the U.S. and in recent years, we have expanded our operations, entered strategic alliances, and acquired businesses outside the U.S. As a result of our 2021 acquisition of Itiviti, our revenues generated outside the U.S. have increased by 33% and we now operate in 20 countries outside the U.S. Also, our business is highly dependent on the global financial services industry and exchanges and market centers around the world. Compliance with foreign and U.S. laws and regulations that are applicable to our international operations could cause us to incur higher than anticipated costs, and inadequate

enforcement of laws or policies such as those protecting intellectual property, could affect our business and the Company's overall results of operations. Our operations also could be affected by economic and political changes in those countries, particularly in those with developing economies, and by macroeconomic changes, including recessions, inflation and currency fluctuations between the U.S. dollar and non-U.S. currencies.

In addition, our operations and our ability to deliver our services to our clients could be adversely impacted if there is instability, disruption or destruction in certain geographic regions, including as a result of natural or man-made disasters, wars, terrorist activities, or any widespread outbreak of an illness or pandemic. For example, the continuation or worsening of the Covid-19 pandemic and its variants, or other local or global health issue, or the broader economic consequences of the conflict in Ukraine could adversely impact our operations and financial results.

Certain of our services may be exposed to risk from our counterparties and third parties.

Our mutual fund and exchange-traded fund processing services and our transfer agency services involve the settlement of transactions on behalf of our clients and third parties. With these activities, we may be exposed to risk in the event our clients, or broker-dealers, banks, clearing organizations, or depositories are unable to fulfill contractual obligations. Failure to settle a transaction may affect our ability to conduct these services or may reduce their profitability as a result of the reputational risk associated with failure to settle.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We operate our business primarily from 47 facilities. We lease 10 production-related facilities in Edgewood, New York; El Dorado Hills, California; South Windsor, Connecticut; Kansas City, Missouri; Dallas, Texas; Coppell, Texas; and Markham, Canada, with a combined space of 2.4 million square feet which are used in connection with our Investor Communication Solutions business. We also lease one facility in Newark, New Jersey, which houses our principal Global Technology and Operations business operations. We lease space at 35 additional locations, subject to customary lease arrangements and which expire on a staggered basis, and we also own one facility in Mount Laurel, NJ. We believe our facilities are currently adequate for their intended purposes and are adequately maintained.

ITEM 3. Legal Proceedings

Currently, there are not any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company is a party or of which any of the Company's property is the subject. In the normal course of business, the Company is subject to claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material impact on its financial condition, results of operations, or cash flows.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II.

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock began trading "regular way" on the NYSE under the symbol "BR" on April 2, 2007. There were 9,274 stockholders of record of the Company's common stock as of August 5, 2022. This figure excludes the beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

Dividend Policy

We expect to pay cash dividends on our common stock. On August 11, 2022, our Board of Directors increased our quarterly cash dividend by $0.085 per share to $0.725 per share, an increase in our expected annual dividend amount from $2.56 to $2.90 per share. The declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board of Directors, and will depend upon many factors, including our financial condition, earnings, capital requirements of our businesses, legal requirements, regulatory constraints, industry practice, and other factors that the Board of Directors deems relevant.

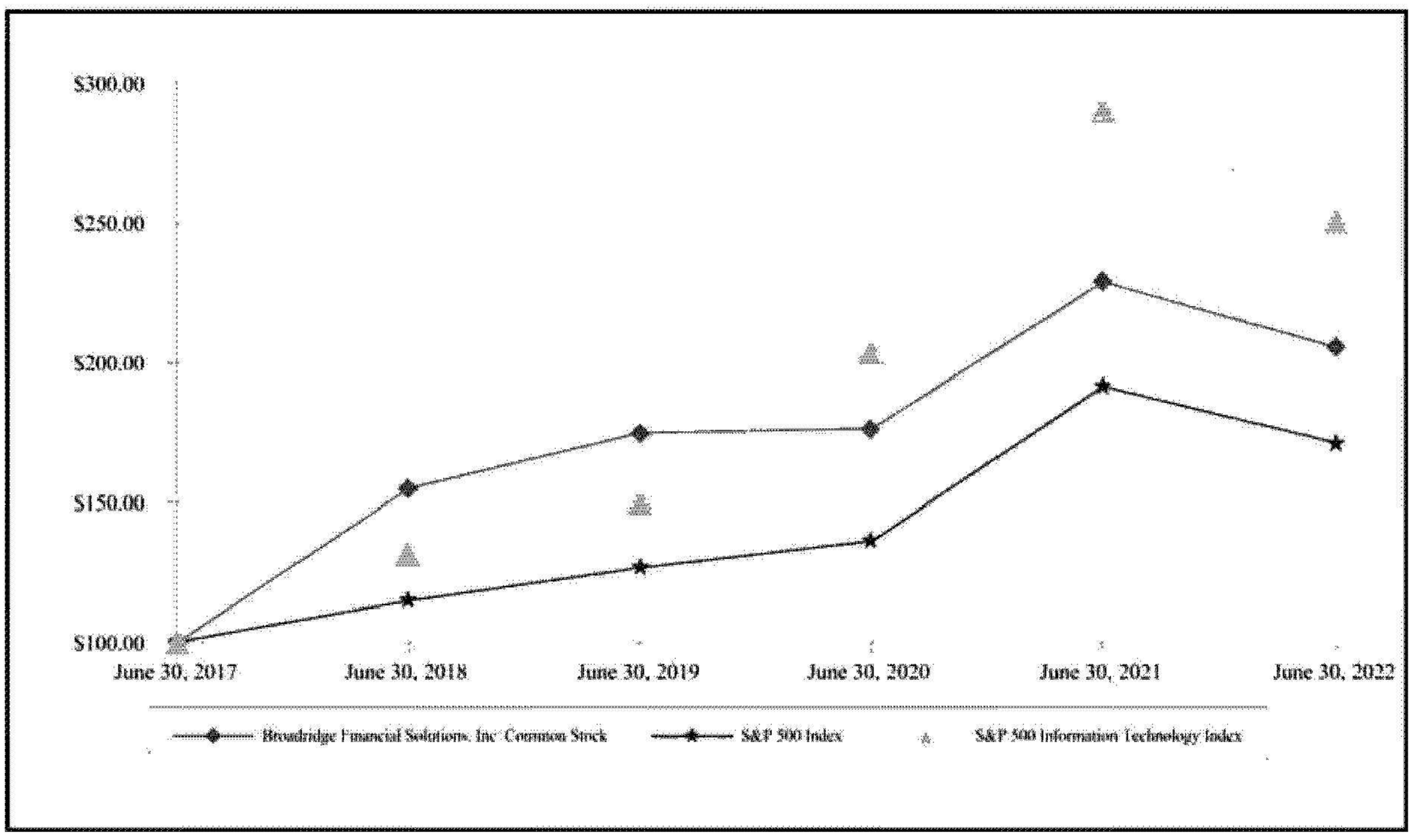
As a holding company, substantially all our assets being comprised of the capital stock of our subsidiaries, our ability to pay dividends will be dependent on our receiving dividends from our operating subsidiaries. Our subsidiaries through which we provide our business process outsourcing and mutual fund processing services, are regulated and may be subject to restrictions on their ability to pay dividends to us. We do not believe that these restrictions are significant enough to impact the Company's ability to pay dividends.

Performance Graph

The following graph compares the cumulative total return on Broadridge common stock from June 30, 2017 to June 30, 2022, with the comparable cumulative return of the: (i) S&P 500 Index and (ii) S&P 500 Information Technology Index. The graph assumes $100 was invested on June 30, 2017 in our common stock and in each of the indices and assumes that all cash dividends are reinvested. The table below the graph shows the dollar value of those investments as of the dates in the graph. The comparisons in the graph are required by the SEC and are not intended to forecast or be indicative of future performance of our common stock.

The following performance graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Exchange Act, each as amended, except to the extent that Broadridge specifically incorporates it by reference into such filing.

Comparison of Five Year Cumulative Total Return Among Broadridge Financial Solutions, Inc., S&P 500 Index, and S&P 500 Information Technology Index (in dollars)



	June 30, 2017	June 30, 2018	June 30, 2019	June 30, 2020	June 30, 2021	June 30, 2022
Broadridge Financial Solutions. Inc. Common Stock	$100.00	$154.67	$174.50	$175.77	$228.55	$205.07
S&P 500 Index	$100.00	$114.36	$126.27	$135.73	$191.07	$170.75
S&P 500 Information Technology Index	$100.00	$131.30	$150.12	$204.00	$290.48	$251.08

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table contains information about our purchases of our equity securities for each of the three months during our fourth fiscal quarter ended June 30, 2022:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2)
April 1, 2022 – April 30, 2022	132,215	$156.31	—	9,586,545
May 1, 2022 – May 31, 2022	282	134.93	—	9,586,545
June 1, 2022 – June 30, 2022	—	—	—	9,586,545
Total	132,497	$156.26	—	

(1) Includes 132,497 shares purchased from employees to pay taxes related to the vesting of restricted stock units.

(2) During the fiscal quarter ended June 30, 2022, the Company did not repurchase shares of common stock under its share repurchase program. At June 30, 2022, there were 9,586,545 shares remaining available for repurchase under its share repurchase program. Any share repurchases will be made in the open market or privately negotiated transactions in compliance with applicable legal requirements and other factors

ITEM 6. [Reserved]

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion summarizes the significant factors affecting the results of operations and financial condition of Broadridge during the fiscal years ended June 30, 2022 and 2021, and should be read in conjunction with our Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein. Certain information contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations" are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words such as "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "on track" and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Our actual results, performance or achievements may differ materially from the results discussed in this Item 7 because of various factors, including those set forth elsewhere herein. See "Forward-Looking Statements" and "Risk Factors" included in Part 1 of this Annual Report on Form 10-K.

The discussion summarizing the significant factors affecting the results of operations and financial condition of Broadridge during the fiscal year ended June 30, 2020 can be found in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year 2021 (the "2021 Annual Report"), which was filed with the Securities and Exchange Commission on August 12, 2021.

DESCRIPTION OF THE COMPANY AND BUSINESS SEGMENTS

Broadridge, a Delaware corporation and a part of the S&P 500® Index, is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds. Our services include investor communications, securities processing, data and analytics, and customer communications solutions. With over 50 years of experience, including 15 years as an independent public company, we provide integrated solutions and an important infrastructure that powers the financial services industry. Our solutions enable better financial lives by powering investing, governance and communications and help reduce the need for our clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities. Our businesses operate in two reportable segments: Investor Communication Solutions and Global Technology and Operations.

ACQUISITIONS

Assets acquired and liabilities assumed in business combinations are recorded on the Company's Consolidated Balance Sheets as of the respective acquisition date based upon the estimated fair values at such date. The results of operations of the business acquired by the Company are included in the Company's Consolidated Statements of Earnings since the respective date of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed is allocated to Goodwill.

During the fiscal year ended June 30, 2022, there were no material acquisitions.

The following represents the fiscal year 2021 acquisitions:

Fiscal Year 2021 Acquisitions:

Financial information on each transaction is as follows:

	Itiviti	Advisor-Stream	Total
		(in millions)	
Cash payments, net of cash acquired	$2,580.4	$23.2	$2,603.6
Deferred payments, net	—	2.9	2.9
Contingent consideration liability	—	8.5	8.5
Aggregate purchase price	$2,580.4	$34.5	$2,615.0
Net tangible assets acquired / (liabilities assumed)	$ (252.9)	$(3.3)	$ (256.2)
Goodwill	1,928.7	27.3	1,956.0
Intangible assets	904.6	10.5	915.1
Aggregate purchase price	$2,580.4	$34.5	$2,615.0

Itiviti Holding AB ("Itiviti")

In May 2021, the Company acquired Itiviti, a leading provider of trading and connectivity technology to the capital markets industry. The acquisition of Itiviti extends the Company's back-office capabilities into the front-office and deepens its multi-asset class solutions, better enabling the Company to help its clients adapt to a rapidly evolving marketplace. Itiviti is included in the Company's GTO reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.

AdvisorStream Ltd. ("AdvisorStream")

In June 2021, the Company acquired AdvisorStream, a leading provider of digital engagement and marketing solutions for the global wealth and insurance industries. AdvisorStream's advisor marketing platform enables advisors to drive revenue and growth by providing personalized and consistent client communications. AdvisorStream is included in the Company's GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2024 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.0 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $8.0 million.
- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a five-year life and five-year life, respectively.

BASIS OF PRESENTATION

The Consolidated Financial Statements have been prepared in accordance with GAAP in the U.S. and in accordance with the SEC requirements for Annual Reports on Form 10-K. These financial statements present the consolidated position of the Company and include the entities in which the Company directly or indirectly has a controlling financial interest as well as various entities in which the Company has investments recorded under the equity method of accounting as well as certain marketable and non-marketable securities. Intercompany balances and transactions have been eliminated. Amounts presented may not sum due to rounding. Certain prior period amounts have been reclassified to conform to the current year presentation where applicable.

In presenting the Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Management continually evaluates the accounting policies and estimates used to prepare the Consolidated Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual

amounts and results could differ from those estimates made by management. In management's opinion, the Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of results reported. The results of operations reported for the periods presented are not necessarily indicative of the results of operations for subsequent periods.

Beginning with the first quarter of fiscal year 2022, the Company revised the foreign exchange rates used to present segment revenues, segment earnings (loss) before income taxes, and Closed sales, to further allocate the foreign exchange impact to the individual segment revenue and profit metrics. The presentation of segment revenues and earnings (loss) before income taxes for the prior periods provided has been changed to conform to the current period presentation. Total consolidated revenues and earnings before income taxes were not impacted.

Seasonality

Processing and distributing proxy materials and annual reports to investors comprises a large portion of our Investor Communication Solutions business. We process and distribute the greatest number of proxy materials and annual reports during our third and fourth fiscal quarters. The recurring periodic activity of this business is linked to significant filing deadlines imposed by law on public reporting companies. This has caused our revenues, operating income, net earnings, and cash flows from operating activities to be higher in our third and fourth fiscal quarters. The seasonality of our revenues makes it difficult to estimate future operating results based on the results of any specific fiscal quarter and could affect an investor's ability to compare our financial condition, results of operations, and cash flows on a fiscal quarter-by-quarter basis.

CRITICAL ACCOUNTING POLICIES

We continually evaluate the accounting policies and estimates used to prepare the Consolidated Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed below.

Goodwill. We review the carrying value of all our goodwill by comparing the carrying value of our reporting units to their fair values. We are required to perform this comparison at least annually or more frequently if circumstances indicate a possible impairment. When determining fair value of a reporting unit, we utilize the income approach which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates, estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted earnings before interest and taxes, and the selection of the terminal value growth rate and discount rate assumptions. The weighted-average cost of capital takes into account the relative weight of each component of our consolidated capital structure (equity and long-term debt). Our estimates of long-term growth and costs are based on historical data, various internal estimates and a variety of external sources, and are developed as part of our routine, long-range planning process. Changes in economic and operating conditions impacting these assumptions could result in goodwill impairments in future periods. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess not to exceed the total amount of goodwill allocated to that reporting unit. We had $3,484.9 million of goodwill as of June 30, 2022. Given the significance of our goodwill, an adverse change to the fair value of one of our reporting units could result in an impairment charge, which could be material to our earnings.

The Company performs a sensitivity analysis under the goodwill impairment test assuming hypothetical reductions in the fair values of our reporting units. A 10% change in our estimates of projected future operating cash flows, discount rates, or terminal value growth rates used in our calculations of the fair values of the reporting units would not result in an impairment of our goodwill.

Income Taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. Judgment is required in addressing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns (e.g., realization of deferred tax assets, changes in tax laws or interpretations thereof). The Company is subject to regular examination of its income tax returns by the U.S. federal, state and foreign tax authorities. A

change in the assessment of the outcomes of such matters could materially impact our Consolidated Financial Statements. The Company has estimated foreign net operating loss carryforwards of approximately $59.5 million as of June 30, 2022 of which $8.8 million are subject to expiration in the June 30, 2023 through June 30, 2042 period. The remaining $50.7 million of carryforwards has an indefinite utilization period. In addition, the Company has estimated U.S. federal net operating loss carryforwards of approximately $41.3 million of which $20.4 million are subject to expiration in the June 30, 2023 through June 30, 2037 period with the balance of $20.9 million having an indefinite utilization period. U.S. federal net operating loss carryforwards resulting from tax losses beginning with the fiscal year ended June 30, 2019 have an indefinite carryforward under the U.S. Tax Cuts and Jobs Act (the "Tax Act"). The Company did not generate federal net operating losses for the fiscal year ended June 30, 2022.

Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets of certain subsidiaries to offset future taxable earnings. The Company has recorded valuation allowances of $10.7 million and $10.5 million at June 30, 2022 and 2021, respectively. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income requires significant judgment and are consistent with the plans and estimates used to manage the underlying businesses.

Share-based Payments. Accounting for stock-based compensation requires the measurement of stock-based compensation expense based on the fair value of the award on the date of grant. We determine the fair value of stock options issued by using a binomial option-pricing model. The binomial option-pricing model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial option-pricing model are based on a combination of implied market volatilities, historical volatility of our stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial option-pricing model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding. Determining these assumptions are subjective and complex, and therefore, a change in the assumptions utilized could impact the calculation of the fair value of our stock options. A hypothetical change of five percentage points applied to the volatility assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $2.5 million change in total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical change of one year in the expected life assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $1.0 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical change of one percentage point in the forfeiture rate assumption used for the fiscal year 2022 stock option grants would result in approximately a $0.1 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical one-half percentage point change in the dividend yield assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $1.0 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period.

KEY PERFORMANCE INDICATORS

Management focuses on a variety of key indicators to plan, measure and evaluate the Company's business and financial performance. These performance indicators include Revenue and Recurring fee revenue as well as not generally accepted accounting principles measures ("Non-GAAP") of Adjusted Operating income, Adjusted Net earnings, Adjusted earnings per share, Free Cash flow, and Closed sales. In addition, management focuses on select operating metrics specific to Broadridge of Record Growth and Internal Trade Growth, as defined below.

Refer to the section "Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures" for a reconciliation of Adjusted Operating income, Adjusted Net earnings, Adjusted earnings per share, and Free Cash flow to the most directly comparable generally accepted accounting principles ("GAAP")

measures, and an explanation for why these Non-GAAP metrics provide useful information to investors and how management uses these Non-GAAP metrics for operational and financial decision-making. Refer to the section "Results of Operations" for a description of Closed sales and an explanation of why Closed sales is a useful performance metric for management and investors.

Revenues

Revenues are primarily generated from fees for processing and distributing investor communications and fees for technology-enabled services and solutions. The Company monitors revenue in each of our two reportable segments as a key measure of success in addressing our clients' needs. Fee revenues are derived from both recurring and event-driven activity. The level of recurring and event-driven activity the Company processes directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. Event-driven fee revenues are based on the number of special events and corporate transactions the Company processes. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. Distribution revenues primarily include revenues related to the physical mailing of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services as well as Matrix administrative services.

Recurring fee revenue growth represents the Company's total annual fee revenue growth, less growth from event-driven fee revenues. We distinguish recurring fee revenue growth between organic and acquired:

- Organic – We define organic revenue as the recurring fee revenue generated from Net New Business and Internal Growth.
- Acquired – We define acquired revenue as the recurring fee revenue generated from acquired services in the first twelve months following the date of acquisition. This type of growth comes as a result of our strategy to purchase, integrate, and leverage the value of assets we acquire.

Revenues and Recurring fee revenue are useful metrics for investors in understanding how management measures and evaluates the Company's ongoing operational performance. See "Results of Operations" as well as Note 2 "Summary of Significant Accounting Policies" and Note 3, "Revenue Recognition" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K.

Record Growth and Internal Trade Growth

The Company uses select operating metrics specific to Broadridge of Record Growth and Internal Trade Growth in evaluating its business results and identifying trends affecting its business. Record Growth is defined as stock record growth and interim record growth which measure the estimated annual change in total positions eligible for equity proxy materials and mutual fund and exchange-traded fund interim communications, respectively, for equities and mutual fund position data reported to Broadridge in both the current and prior year periods. Internal Trade Growth represents the estimated change in daily average trade volumes for Broadridge securities processing clients whose contracts are linked to trade volumes and who were on Broadridge's trading platforms in both the current and prior year periods. Record Growth and Internal Trade Growth are useful non-financial metrics for investors in understanding how management measures and evaluates Broadridge's ongoing operational performance within its Investor Communication Solutions and Global Technology and Operations reportable segments, respectively.

The key performance indicators for the fiscal years ended June 30, 2022, and 2021, are as follows:

	Select Operating Metrics Years Ended June 30,	
	2022	2021
Record Growth		
Equity proxy	18%	26%
Mutual fund interims	14%	10%
Internal Trade Growth	1%	12%

RESULTS OF OPERATIONS

The following discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments refer to the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The Analysis of Consolidated Statements of Earnings should be read in conjunction with the Analysis of Reportable Segments, which provides a more detailed discussion concerning certain components of the Consolidated Statements of Earnings. Discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments for the fiscal year ended June 30, 2021 compared to the fiscal year ended June 30, 2020 is disclosed in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the 2021 Annual Report.

The following references are utilized in the discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments:

"Amortization of Acquired Intangibles and Purchased Intellectual Property" and "Acquisition and Integration Costs" represent certain non-cash amortization expenses associated with acquired intangible assets and purchased intellectual property assets, as well as certain transaction and integration costs associated with the Company's acquisition activities, respectively.

"Gain on Acquisition-Related Financial Instrument" represents a non-operating gain on a financial instrument designed to minimize the Company's foreign exchange risk associated with the acquisition of Itiviti (the "Itiviti Acquisition"), as well as certain other non-operating financing costs associated with the Itiviti Acquisition.

"Internal Growth" is a component of recurring fee revenue and generally reflects year over year changes in existing services to our existing customers' multi-year contracts beyond the initial twelve-month period in which it was included in Net New Business.

"Investment Gains" represents non-operating, non-cash gains on privately held investments.

"Net New Business" refers to recurring revenue from Closed sales for the initial twelve-month contract period after which the client goes live with the Company's service(s), less recurring revenue from client losses.

"Real Estate Realignment and Covid-19 Related Expenses" are comprised of two major components: Real Estate Realignment Expenses, and Covid-19 Related Expenses. Real Estate Realignment Expenses are expenses associated with the exit of certain of the Company's leased facilities in response to the Covid-19 pandemic, which consist of the impairment of certain right of use assets, leasehold improvements and equipment, as well as other related facility exit expenses directly resulting from, and attributable to, the exit of these leased facilities. Covid-19 Related Expenses are direct and incremental expenses incurred by the Company to protect the health and safety of Broadridge associates during the Covid-19 outbreak, including expenses associated with monitoring the temperatures for associates entering our facilities, enhancing the safety of our office environment in preparation for workers to return to Company facilities on a more regular basis, ensuring proper social distancing in our production facilities, personal protective equipment, enhanced cleaning measures in our facilities, and other safety related expenses.

"Russia-Related Exit Costs" are direct and incremental costs associated with the Company's wind down of business activities in Russia in response to Russia's invasion of Ukraine, including relocation-related expenses of impacted associates.

"Software Charge" represents a charge related to an internal use software product that is no longer expected to be used.

The following definitions describe the Company's Revenues:

Fee revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity. In addition, the level of recurring and event-driven activity we process directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. The types of services we provide that comprise event-driven activity are:

- Mutual Fund Proxy: The proxy and related services we provide to mutual funds when certain events occur requiring a shareholder vote including changes in directors, sub-advisors, fee structures, investment restrictions, and mergers of funds.
- Mutual Fund Communications: Mutual fund communications services consist primarily of the distribution on behalf of mutual funds of supplemental information required to be provided to the annual mutual fund prospectus as a result of certain triggering events such as a change in portfolio managers. In addition, mutual fund communications consist of notices and marketing materials such as newsletters.
- Equity Proxy Contests and Specials, Corporate Actions, and Other: The proxy services we provide in connection with shareholder meetings driven by special events such as proxy contests, mergers and acquisitions, and tender/exchange offers.

Event-driven fee revenues are based on the number of special events and corporate transactions we process. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. As such, the timing and level of event-driven activity and its potential impact on revenues and earnings are difficult to forecast.

Generally, mutual fund proxy activity has been subject to a greater level of volatility than the other components of event-driven activity. During fiscal year 2022, mutual fund proxy fee revenues were 57% greater than the prior fiscal year. During fiscal year 2021, mutual fund proxy fee revenues were 17% greater than the prior fiscal year. Although it is difficult to forecast the levels of event-driven activity, we expect that the portion of fee revenues derived from mutual fund proxy activity may continue to experience volatility in the future.

Distribution revenues primarily include revenues related to the physical mailing of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services, as well as Matrix administrative services.

Distribution cost of revenues consists primarily of postage-related expenses incurred in connection with our Investor Communication Solutions segment, as well as Matrix administrative services expenses. These costs are reflected in Cost of revenues.

Closed sales represent an estimate of the expected annual recurring fee revenue for new client contracts that were signed by Broadridge in the current reporting period. Closed sales does not include event-driven or distribution activity. We consider contract terms, expected client volumes or activity, knowledge of the marketplace and experience with our clients, among other factors, when determining the estimate. Management uses Closed sales to measure the effectiveness of our sales and marketing programs, as an indicator of expected future revenues and as a performance metric in determining incentive compensation.

Closed sales is not a measure of financial performance under GAAP, and should not be considered in isolation or as a substitute for revenue or other income statement data prepared in accordance with GAAP. Closed sales is a useful metric for investors in understanding how management measures and evaluates our ongoing operational performance.

The inherent variability of transaction volumes and activity levels can result in some variability of amounts reported as actual achieved Closed sales. Larger Closed sales can take up to 12 to 24 months or longer to convert to revenues, particularly for the services provided by our Global Technology and Operations segment. For the fiscal year ended June 30, 2022, we are reporting Closed sales net of a 5.0% allowance adjustment. For the fiscal year ended June 30, 2021, we reported Closed sales net of a 5.0% allowance adjustment. Consequently, our reported Closed sales amounts will not be adjusted for actual revenues achieved because these adjustments

are estimated in the period the sale is reported. We assess this allowance amount at the end of each fiscal year to establish the appropriate allowance for the subsequent year using the trailing five years actual data as the starting point, normalized for outlying factors, if any, to enhance the accuracy of the allowance.

For the fiscal years ended June 30, 2022 and 2021, Closed sales were $281.9 million and $232.1 million, respectively. The fiscal years ended June 30, 2022 and 2021, are net of an allowance adjustment of $14.8 million and $12.2 million, respectively.

Recent Developments

Global Pandemic

The Covid-19 pandemic continues to persist throughout the world including the U.S., India, Canada, Europe and other locations where we operate. To date, the Covid-19 pandemic has negatively impacted the global economy, created significant financial market volatility, disrupted global supply chains, and resulted in a significant number of deaths and infections worldwide. In response to the Covid-19 pandemic, we have taken, and expect to continue to take, measures designed to protect the health of our employees and to minimize our operational disruption and resulting provision of services to our clients.

In fiscal year 2022, there has not been a material impact as a result of Covid-19 on our consolidated revenues and pre-tax income. In addition, all of our production-related facilities remain operational and are continuing to provide ongoing services to our clients. Further, we have not experienced any significant supply-chain issues as our critical vendors have also remained operational and continue to meet their on-going service level requirements. We continue to engage with our clients to assist with their service demands, including our clients' needs for any supplemental operational services and/or changes to existing service requirements in response to the Covid-19 pandemic. See the risk factor titled "*The Covid-19 pandemic may negatively impact our business, results of operations and financial performance*" in Part I, Item 1A "Risk Factors" in this Annual Report.

Conflict in Ukraine

We are monitoring the events related to Russia's invasion of Ukraine and have been actively managing any exposure we may have through a cross-functional taskforce that includes members of our senior management. We have historically had a limited presence in Russia, and we have no presence in Ukraine. We do not store any client data in Russia. Prior to the conflict, we had approximately 280 associates in St. Petersburg, Russia who provide software development and support services for several of our GTO products, less than 2% of our total associates. We have historically provided services to a very small number of Russian entities and subsidiaries of Russian entities. The revenues from those services represented less than 0.1% of our total revenues in fiscal year 2021 and our outstanding accounts receivable from these entities is de minimis. We are in the process of terminating and winding down these relationships and closing our operations in Russia. We are monitoring and believe we are in compliance with all global sanctions arising out of Russia's invasion of Ukraine. We are taking steps to move the services provided in Russia to other locations in Europe and Asia. We have taken actions to enhance our information security defenses in response to the Ukraine conflict. We do not expect the Ukraine conflict and the actions we are taking in response to have a material impact on our core operations or financial results.

ANALYSIS OF CONSOLIDATED STATEMENTS OF EARNINGS

Fiscal Year 2022 Compared to Fiscal Year 2021

The table below presents Consolidated Statements of Earnings data for the fiscal years ended June 30, 2022 and 2021, and the dollar and percentage changes between periods:

	Years Ended June 30,			
			Change	
	2022	2021	($)	(%)
	(in millions, except for per share amounts)			
Revenues	$5,709.1	$4,993.7	$715.3	14
Cost of revenues	4,116.9	3,570.8	546.2	15
Selling, general and administrative expenses	832.3	744.3	88.0	12
Total operating expenses	4,949.2	4,315.0	634.2	15
Operating income	759.9	678.7	81.1	12
Margin	13.3%	13.6%		(0.3)pts
Interest expense, net	(84.7)	(55.2)	(29.4)	53
Other non-operating income (expenses), net	(3.0)	72.7	(75.7)	NM
Earnings before income taxes	672.2	696.2	(24.0)	(3)
Provision for income taxes	133.1	148.7	(15.6)	(10)
Effective tax rate	19.8%	21.4%		(1.6)pts
Net earnings	$ 539.1	$ 547.5	$ (8.4)	(2)
Basic earnings per share	$ 4.62	$ 4.73	$ (0.11)	(2)
Diluted earnings per share	$ 4.55	$ 4.65	$ (0.10)	(2)
Weighted average shares outstanding:				
Basic	116.7	115.7		
Diluted	118.5	117.8		

NM - Not meaningful

Revenues

The table below presents Consolidated Statements of Earnings data for the fiscal years ended June 30, 2022 and 2021, and the dollar and percentage changes between periods:

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Recurring fee revenues	$3,749.3	$3,228.3	$521.1	16
Event-driven fee revenues	269.6	235.5	34.1	14
Distribution revenues	1,717.6	1,549.5	168.1	11
Foreign currency exchange	(27.4)	(19.5)	(7.9)	41
Total	$5,709.1	$4,993.7	$715.3	14

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	4pts	5pts	7pts	16%

Revenues increased $715.3 million, or 14%, to $5,709.1 million from $4,993.7 million.

- Recurring fee revenues increased $521.1 million inclusive of 4pts of growth from onboarding of Net New Business, and 5pts from Internal Growth. The growth in Net New Business contributed to growth in both ICS and GTO recurring fee revenues, while Internal Growth contributed 5pts driven by higher volumes in our ICS business from equity proxy Record Growth of 18% and mutual fund interims Record Growth of 14%. Growth from acquisitions was 7pts, most notably from our recent Itiviti Acquisition which closed in May 2021.
- Event-driven fee revenues increased $34.1 million, or 14%, primarily due to increased mutual fund proxy activity.
- Higher distribution revenues of $168.1 million were primarily driven by increased mail volumes of $93.9 million, primarily customer communications, and $74.2 million driven by higher postage rates.

Total operating expenses. Operating expenses increased $634.2 million, or 15%, to $4,949.2 million from $4,315.0 million as a result of an increase in both cost of revenues and selling, general and administrative expenses:

- Cost of revenues - The increase of $546.2 million in cost of revenues primarily reflects the impact of operating costs from acquisitions and related amortization expense totaling $235.2 million primarily driven by the Itiviti Acquisition in May of 2021, and higher volume related expenses including postage and distribution costs, and Nominees remittances, totaling $209.2 million due to higher Investor Communication Solutions segment revenues.
- Selling, general and administrative expenses - The increase of $88.0 million in selling, general, and administrative expenses primarily reflects the impact of acquisitions of $55.5 million primarily driven by the Itiviti Acquisition in May of 2021, and higher compensation of $38.2 million.

Interest expense, net. Interest expenses, net, was $84.7 million, an increase of $29.4 million from $55.2 million in the fiscal year ended June 30, 2021. The increase of $29.4 million was primarily due to an increase in debt outstanding related to the Itiviti Acquisition.

Other non-operating income (expenses), net. Other non-operating expense, net for the fiscal year ended June 30, 2022 was $3.0 million, a decrease of $75.7 million, compared to $72.7 million of Other non-operating income, net for the fiscal year ended June 30, 2021. The decrease was primarily due to the Gain on Acquisition-Related Financial Instrument of $62.1 million in the prior year period.

Provision for income taxes.

- Effective tax rate for the fiscal year ended June 30, 2022 - 19.8%.
- Effective tax rate for the fiscal year ended June 30, 2021 - 21.4%.

The decrease in the effective tax rate for the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021 was driven by higher total discrete tax items, in addition to higher excess tax benefits related to equity compensation, compared to the prior year period.

ANALYSIS OF REPORTABLE SEGMENTS

Broadridge has two reportable segments: (1) Investor Communication Solutions and (2) Global Technology and Operations.

The primary component of "Other" are certain gains, losses, corporate overhead expenses and non-operating expenses that have not been allocated to the reportable segments, such as interest expense. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the constant foreign currency exchange rates used for internal management reporting.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related operating and non-operating expense items in Other rather than reflect such items in segment profit.

Revenues

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$4,262.1	$3,827.0	$435.1	11
Global Technology and Operations	1,474.4	1,186.2	288.2	24
Foreign currency exchange	(27.4)	(19.5)	(7.9)	41
Total	$5,709.1	$4,993.7	$715.3	14

Earnings Before Income Taxes

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$ 726.3	$596.0	$130.2	22
Global Technology and Operations	139.5	200.3	(60.8)	(30)
Other	(188.9)	(90.1)	(98.8)	110
Foreign currency exchange	(4.7)	(10.1)	5.4	(53)
Total	$ 672.2	$696.2	$ (24.0)	(3)

The amount of amortization of acquired intangibles and purchased intellectual property by segment is as follows:

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$ 69.3	$ 86.8	$ (17.5)	(20)
Global Technology and Operations	189.3	67.6	121.7	180
Other	—	1.5	(1.5)	(100)
Foreign currency exchange	(8.4)	(2.3)	(6.1)	NM
Total	$250.2	$153.7	$ 96.5	63

NM - Not meaningful

Investor Communication Solutions

Fiscal Year 2022 Compared to Fiscal Year 2021

Revenues increased $435.1 million to $4,262.1 million from $3,827.0 million, and earnings before income taxes increased $130.2 million to $726.3 million from $596.0 million.

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Revenues				
Recurring fee revenues	$2,275.0	$2,042.1	$232.9	11
Event-driven fee revenues	269.6	235.5	34.1	14
Distribution revenues	1,717.6	1,549.5	168.1	11
Total	$4,262.1	$3,827.0	$435.1	11
Earnings before Income Taxes				
Earnings before income taxes	$ 726.3	$ 596.0	$130.2	22
Pre-tax Margin	17.0%	15.6%		

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	5pts	7pts	0pts	11%

For the fiscal year ended June 30, 2022:

- Recurring fee revenues grew 11% driven by 5pts from Net New Business and 7pts of Internal Growth. Internal Growth was driven by higher volumes including equity proxy Record Growth of 18% and mutual fund interims Record Growth of 14%.
- Event-driven fee revenues grew 14% primarily due to increased volume of mutual fund proxy activity.
- Higher distribution revenues of $168.1 million were primarily driven by increased mail volumes of $93.9 million, primarily customer communications, and $74.2 million driven by higher postage rates.
- The earnings increase of $130.2 million, or 22% to $726.3 million was driven by higher recurring and event-driven fee revenues. Segment operating expenses rose 9%, or $304.8 million, to $3,535.8 million, primarily driven by distribution and other revenue related expenses. Amortization expense from acquired intangibles decreased by $17.5 million to $69.3 million from $86.8 million in the prior period.
- Pre-tax margins increased by 1.4 percentage points to 17.0% from 15.6%.

Global Technology and Operations

Fiscal Year 2022 Compared to Fiscal Year 2021

Revenues increased $288.2 million to $1,474.4 million from $1,186.2 million, and earnings before income taxes decreased $60.8 million to $139.5 million from $200.3 million.

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Revenues				
Recurring fee revenues	$1,474.4	$1,186.2	$288.2	24
Earnings before Income Taxes				
Earnings before income taxes	$ 139.5	$ 200.3	$(60.8)	(30)
Pre-tax Margin	9.5%	16.9%		

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	4pts	1pt	19pts	24%

For the fiscal year ended June 30, 2022:

- Recurring fee revenues increased $288.2 million, or 24%, to $1,474.4 million. The growth was driven by 19pts of growth from acquisitions, primarily Itiviti, as well as 4pts of Net New Business from onboarding of new clients.
- The earnings decrease of $60.8 million was primarily driven by $290.7 million in operating costs from acquisitions primarily as a result of the Itiviti Acquisition, as compared to revenue from acquisitions of $228.2 million. Amortization expense from acquired intangibles increased by $121.7 million to $189.3 million in fiscal year 2022 from $67.6 million in the prior year period.
- Pre-tax margins decreased by 7.4 percentage points to 9.5% from 16.9%.

Other

Loss before income taxes was $188.9 million for the fiscal year ended June 30, 2022, an increase of $98.8 million, or 110%, compared to $90.1 million for the fiscal year ended June 30, 2021.

- The increased loss before income taxes was primarily due to (i) the absence of the Gain on Acquisition-Related Financial Instrument of $62.1 million in the prior year period, and (ii) higher interest expense of $29.4 million due to an increase in average debt outstanding related to the Itiviti Acquisition.

Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures

The Company's results in this Annual Report on Form 10-K are presented in accordance with U.S. GAAP except where otherwise noted. In certain circumstances, Non-GAAP results have been presented. These Non-GAAP measures are Adjusted Operating income, Adjusted Operating income margin, Adjusted Net earnings, Adjusted earnings per share, and Free cash flow. These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results.

The Company believes our Non-GAAP financial measures help investors understand how management plans, measures and evaluates the Company's business performance. Management believes that Non-GAAP measures provide consistency in its financial reporting and facilitates investors' understanding of the Company's operating results and trends by providing an additional basis for comparison. Management uses these Non-GAAP financial measures to, among other things, evaluate our ongoing operations, for internal planning and forecasting purposes and in the calculation of performance-based compensation. In addition, and as a consequence of the importance of these Non-GAAP financial measures in managing our business, the Company's Compensation Committee of the Board of Directors incorporates Non-GAAP financial measures in the evaluation process for determining management compensation.

Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted Net Earnings and Adjusted Earnings Per Share

These Non-GAAP measures reflect Operating income, Operating income margin, Net earnings, and Diluted earnings per share, as adjusted to exclude the impact of certain costs, expenses, gains and losses and other specified items the exclusion of which management believes provides insight regarding our ongoing operating performance. Depending on the period presented, these adjusted measures exclude the impact of certain of the following items: (i) Amortization of Acquired Intangibles and Purchased Intellectual Property, (ii) Acquisition and Integration Costs, (iii) Real Estate Realignment and Covid-19 Related Expenses, (iv) Russia-Related Exit Costs, (v) Investment Gains, (vi) Software Charge, and (vii) Gain on Acquisition-Related Financial Instrument. Amortization of Acquired Intangibles and Purchased Intellectual Property represents non-cash amortization expenses associated with the Company's acquisition activities. Acquisition and Integration Costs represent certain transaction and integration costs associated with the Company's acquisition activities. Real Estate Realignment and Covid-19 Related Expenses are comprised of two major components: Real Estate Realignment Expenses, and Covid-19 Related Expenses. Real Estate Realignment Expenses are expenses associated with the exit of certain of the Company's leased facilities in response to the Covid-19 pandemic, which consist of the impairment of certain right of use assets, leasehold improvements and equipment, as well as other related facility exit expenses directly resulting from, and attributable to, the exit of these leased facilities. Covid-19 Related Expense are direct and incremental expenses incurred by the Company to protect the health and safety of Broadridge associates during the Covid-19 outbreak, including expenses associated with monitoring the temperatures for associates entering our facilities, enhancing the safety of our office environment in preparation for workers to return to Company facilities on a more regular basis, ensuring proper social distancing in our production facilities, personal protective equipment, enhanced cleaning measures in our facilities, and other safety related expenses. Russia-Related Exit Costs are direct and incremental costs associated with the Company's wind down of business activities in Russia in response to Russia's invasion of Ukraine, including relocation-related expenses of impacted associates. Investment Gains represent non-operating, non-cash gains on privately held investments. Software Charge represents a charge related to an internal use software product that is no longer expected to be used. Gain on Acquisition-Related Financial Instrument represents a non-operating gain on a financial instrument designed to minimize the Company's foreign exchange risk associated with the Itiviti Acquisition, as well as certain other non-operating financing costs associated with the Itiviti Acquisition.

We exclude Acquisition and Integration Costs, Real Estate Realignment and Covid-19 Related Expenses, Russia-Related Exit Costs, Investment Gains, the Software Charge, and the Gain on Acquisition-Related Financial Instrument from our Adjusted Operating income (as applicable) and other adjusted earnings measures because excluding such information provides us with an understanding of the results from the primary operations of our business and enhances comparability across fiscal reporting periods, as these items are not reflective of our underlying operations or performance. We also exclude the impact of Amortization of Acquired Intangibles and Purchased Intellectual Property, as these non-cash amounts are significantly impacted by the timing and size of individual acquisitions and do not factor into the Company's capital allocation decisions, management compensation metrics or multi-year objectives. Furthermore, management believes that this adjustment enables better comparison of our results as Amortization of Acquired Intangibles and Purchased Intellectual Property will not recur in future periods once such intangible assets have been fully amortized. Although we exclude Amortization of Acquired Intangibles and Purchased Intellectual Property from our adjusted earnings measures, our management believes that it is important for investors to understand that these intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets.

Free Cash Flow

In addition to the Non-GAAP financial measures discussed above, we provide Free cash flow information because we consider Free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated that could be used for dividends, share repurchases, strategic acquisitions, other investments, as well as debt servicing. Free cash flow is a Non-GAAP financial measure and is defined by the Company as Net cash flows provided by operating activities plus Proceeds from asset sales, less Capital expenditures as well as Software purchases and capitalized internal use software.

Set forth below is a reconciliation of such Non-GAAP measures to the most directly comparable GAAP measures (unaudited):

	Years ended June 30,	
	2022	2021
	(in millions)	
Operating income (GAAP)	$ 759.9	$678.7
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	250.2	153.7
Acquisition and Integration Costs	24.5	18.1
Real Estate Realignment and Covid-19 Related Expenses (a)	30.5	45.3
Russia-Related Exit Costs	1.4	—
Software Charge	—	6.0
Adjusted Operating income (Non-GAAP)	$1,066.4	$901.8
Operating income margin (GAAP)	13.3%	13.6%
Adjusted Operating income margin (Non-GAAP)	18.7%	18.1%

	Years ended June 30,	
	2022	2021
	(in millions)	
Net earnings (GAAP)	$539.1	$547.5
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	250.2	153.7
Acquisition and Integration Costs	24.5	18.1
Real Estate Realignment and Covid-19 Related Expenses (a)	30.5	45.3
Russia-Related Exit Costs	1.4	—
Software Charge	—	6.0
Investment Gains	(14.2)	(8.7)
Gain on Acquisition-Related Financial Instrument	—	(62.1)
Subtotal of adjustments	292.3	152.2
Tax impact of adjustments (c)	(65.7)	(33.2)
Adjusted Net earnings (Non-GAAP)	$765.7	$666.5

	Years ended June 30,	
	2022	2021
Diluted earnings per share (GAAP)	$ 4.55	$ 4.65
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	2.11	1.30
Acquisition and Integration Costs	0.21	0.15
Real Estate Realignment and Covid-19 Related Expenses (b)	0.26	0.38
Russia-Related Exit Costs	0.01	—
Software Charge	—	0.05
Investment Gains	(0.12)	(0.07)
Gain on Acquisition-Related Financial Instrument	—	(0.53)
Subtotal of adjustments	2.47	1.29
Tax impact of adjustments (c)	(0.55)	(0.28)
Adjusted earnings per share (Non-GAAP)	$ 6.46	$ 5.66

(a) Real Estate Realignment Expenses were $23.0 million and $29.6 million for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses were $7.5 million and $15.7 million for the fiscal years ended June 30, 2022 and 2021, respectively.

(b) Real Estate Realignment Expenses impacted Adjusted earnings per share by $0.19 and $0.25 for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses impacted Adjusted earnings per share by $0.06 and $0.13 for the fiscal years ended June 30, 2022 and 2021, respectively.

(c) Calculated using the GAAP effective tax rate, adjusted to exclude $18.1 million of excess tax benefits ("ETB") associated with stock-based compensation for the fiscal year ended June 30, 2022, and $16.9 million of ETB associated with stock-based compensation for the fiscal year ended June 30, 2021. The tax impact of adjustments also excludes approximately $10.6 million of Acquisition and Integration Costs for the fiscal year ended June 30, 2021, which are not tax-deductible. For purposes of calculating the Adjusted earnings per share, the same adjustments were made on a per share basis.

	Years ended June 30,	
	2022	2021
	(in millions)	
Net cash flows provided by operating activities (GAAP)	$443.5	$ 640.1
Capital expenditures and Software purchases and capitalized internal use software	(73.1)	(100.7)
Proceeds from asset sales	—	18.0
Free cash flow (Non-GAAP)	$370.4	$ 557.3

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Cash and cash equivalents:		
Domestic cash	$ 43.4	$ 40.9
Cash held by foreign subsidiaries	114.3	159.8
Cash held by regulated entities	67.0	73.8
Total cash and cash equivalents	$224.7	$274.5

At June 30, 2022 and 2021, Cash and cash equivalents were $224.7 million and $274.5 million, respectively. Total stockholders' equity was $1,919.1 million and $1,809.1 million at June 30, 2022 and 2021, respectively. At the current time, and in future periods, we expect cash generated by our operations, together with existing cash, cash

equivalents, and borrowings from the capital markets, to be sufficient to cover cash needs for working capital, capital expenditures, strategic acquisitions, dividends and common stock repurchases. Given the volatility in the rapidly changing market and economic conditions related to the Covid-19 pandemic, we will continue to evaluate the nature and extent of the impact of the Covid-19 pandemic on our business and financial position.

We expect existing domestic cash, cash equivalents, cash flows from operations and borrowing capacity to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities, such as regular quarterly dividends, debt repayment schedules, and material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future. In addition, we expect existing foreign cash, cash equivalents, cash flows from operations and borrowing capacity to continue to be sufficient to fund our foreign operating activities and cash commitments for investing activities, such as material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future. If these funds are needed for our operations in the U.S., we may be required to pay additional foreign taxes to repatriate these funds. However, while we may do so at a future date, the Company does not need to repatriate future foreign earnings to fund U.S. operations.

Outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Expiration Date	Principal amount outstanding at June 30, 2022	Carrying value at June 30, 2022	Carrying value at June 30, 2021	Unused Available Capacity	Fair Value at June 30, 2022
			(in millions)			
Long-term debt						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 25.0	$ 25.0	$ 20.0	$1,075.0	$ 25.0
Multicurrency tranche	April 2026	—	—	94.4	400.0	—
Total Revolving Credit Facility		$ 25.0	$ 25.0	$ 114.4	$1,475.0	$ 25.0
Fiscal 2021 Term Loans	May 2024	$1,540.0	$1,535.8	$1,543.4	$ —	$1,540.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 497.4	$ 496.7	$ —	$ 484.3
Fiscal 2020 Senior Notes	December 2029	750.0	743.4	742.5	—	658.0
Fiscal 2021 Senior Notes	May 2031	1,000.0	991.5	990.6	—	837.5
Total Senior Notes		$2,250.0	$2,232.3	$2,229.8	$ —	$1,979.8
Total debt		$3,815.0	$3,793.0	$3,887.6	$1,475.0	$3,544.8

Future principal payments on the Company's outstanding debt are as follows:

Years ending June 30,	2023	2024	2025	2026	2027	Thereafter	Total
(in millions)	$—	$1,540.0	$—	$525.0	$—	$1,750.0	$3,815.0

The Company has a $1.5 billion five-year revolving credit facility (the "Fiscal 2021 Revolving Credit Facility"), which is comprised of a $1.1 billion U.S. dollar tranche and a $400.0 million multicurrency tranche. Under the Fiscal 2021 Revolving Credit Facility, revolving loans denominated in U.S. Dollars, Canadian Dollars, Euro, Yen, and Swedish Kronor initially bear interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) and revolving loans denominated in Sterling initially bear interest at SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings). The Fiscal 2021 Revolving Credit Facility also has an annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings).

In March 2021, the Company entered into a term credit agreement, as amended on December 23, 2021 ("Term Credit Agreement"), providing for term loan commitments in an aggregate principal amount of $2.55 billion, comprised of a $1.0 billion tranche ("Tranche 1") and a $1.55 billion tranche ("Tranche 2," together with Tranche 1, the "Fiscal 2021 Term Loans"). The Tranche 1 Loans were repaid in full in May 2021. The Tranche 2 Loans will mature in May 2024 on the third anniversary of the Funding Date. The proceeds of the Fiscal 2021 Term Loans were used by the Company to solely finance the Itiviti Acquisition and pay certain fees and expenses in connection therewith. Interest on the outstanding portion of the Fiscal 2021 Term Loans bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings).

In June 2016, the Company completed an offering of $500.0 million in aggregate principal amount of senior notes (the "Fiscal 2016 Senior Notes"). Interest on the Fiscal 2016 Senior Notes is payable semiannually on June 27 and December 27 of each year based on a fixed per annum rate equal to 3.40%. In December 2019, the Company completed an offering of $750.0 million in aggregate principal amount of senior notes (the "Fiscal 2020 Senior Notes"). Interest on the Fiscal 2020 Senior Notes is payable semiannually on June 1 and December 1 of each year based on a fixed per annum rate equal to 2.90%. In May 2021, the Company completed an offering of $1 billion in aggregate principal amount of senior notes (the "Fiscal 2021 Senior Notes"). Interest on the Fiscal 2021 Senior Notes is payable semi-annually in arrears on May 1 and November 1 of each year based on a fixed per annum rate equal to 2.60%.

The Fiscal 2021 Revolving Credit Facility, Fiscal 2021 Term Loans, Fiscal 2016 Senior Notes, Fiscal 2020 Senior Notes and Fiscal 2021 Senior Notes are senior unsecured obligations of the Company and are ranked equally in right of payment.

Our liquidity position may be negatively affected by changes in general economic conditions, regulatory requirements and access to the capital markets, which may be limited if we were to fail to renew any of the credit facilities on their renewal dates or if we were to fail to meet certain ratios.

Please refer to Note 13, "Borrowings" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a more detailed discussion.

Cash Flows

Fiscal Year 2022 Compared to Fiscal Year 2021

	Years Ended June 30,		
	2022	2021	$Change
		(in millions)	
Net cash flows provided by operating activities	$ 443.5	$ 640.1	$ (196.6)
Net cash flows used in investing activities	(110.4)	(2,653.7)	2,543.3
Net cash flows provided by (used in) financing activities	(370.8)	1,797.8	(2,168.5)
Effect of exchange rate changes on Cash and cash equivalents	(12.2)	13.8	(26.0)
Net change in Cash and cash equivalents	$ (49.9)	$ (202.1)	$ 152.2
Free cash flow:			
Net cash flows provided by operating activities (GAAP)	$ 443.5	$ 640.1	$ (196.6)
Capital expenditures and Software purchases and capitalized internal use software	(73.1)	(100.7)	27.6
Proceeds from asset sales	—	18.0	(18.0)
Free cash flow (Non-GAAP)	$ 370.4	$ 557.3	$ (186.9)

The decrease in cash provided by operating activities of $196.6 million was primarily due to increased scaling of client-related platform implementation and development as well as higher cash used in working capital, partially offset by higher net non-cash add-backs including higher amortization of acquired intangibles and purchased intellectual property.

The decrease in cash used in investing activities of $2,543.3 million primarily reflects lower acquisition spend in fiscal year 2022 compared to the prior year period, most notably the Itiviti Acquisition, partially offset by the fiscal year 2021 $66.7 million forward foreign exchange derivative inflow associated with the Itiviti Acquisition that did not recur in fiscal year 2022.

The increase in cash used in financing activities of $2,168.5 million primarily reflects lower borrowings net of repayments, most notably to finance the Itiviti Acquisition in the prior year period.

Income Taxes

The Company, headquartered in the U.S., is routinely examined by the IRS and is also routinely examined by the tax authorities in the U.S. states and foreign countries in which it conducts business. The tax years under audit examination vary by tax jurisdiction. The Company regularly considers the likelihood of assessments in each of the jurisdictions resulting from examinations. To the extent the Company determines it has potential tax assessments in particular tax jurisdictions, the Company has established tax reserves which it believes are adequate in relation to the potential assessments. Once established, reserves are adjusted when there is more information available, when an event occurs necessitating a change to the reserves or the statute of limitations for the relevant taxing authority to examine the tax position has expired. The resolution of tax matters should not have a material effect on the financial condition of the Company or on the Company's Consolidated Statements of Earnings for a particular future period.

Defined Benefit Pension Plans

The Company sponsors a Supplemental Officer Retirement Plan (the "SORP"). The SORP is a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key officers upon retirement based upon the officers' years of service and compensation. The SORP was closed to new participants beginning in fiscal year 2015. The Company also sponsors a Supplemental Executive Retirement Plan (the "SERP"). The SERP is also a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key executives upon retirement based upon the executives' years of service and compensation. The SERP was closed to new participants beginning in fiscal year 2015.

The SORP and SERP are effectively funded with assets held in a Rabbi Trust. The assets invested in the Rabbi Trust are to be used in part to fund benefit payments to participants under the terms of the plans. The Rabbi Trust is irrevocable and no portion of the trust funds may be used for any purpose other than the delivery of those assets to the participants, except that assets held in the Rabbi Trust would be subject to the claims of the Company's general creditors in the event of bankruptcy or insolvency of the Company. The SORP and SERP are nonqualified plans for federal tax purposes and for purposes of Title I of ERISA. The Rabbi Trust assets had a value of $55.6 million at June 30, 2022 and $62.6 million at June 30, 2021 and are included in Other non-current assets in the accompanying Consolidated Balance Sheets.

The benefit obligation to the Company under these plans at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
SORP	$51.6	$59.5
SERP	5.4	6.4
Total	$57.0	$65.9

Other Post-retirement Benefit Plan

The Company sponsors an Executive Retiree Health Insurance Plan. It is a post-retirement benefit plan pursuant to which the Company helps defray the health care costs of certain eligible key executive retirees and qualifying dependents, based upon the retirees' age and years of service, until they reach the age of 65. The plan is currently unfunded.

The benefit obligation to the Company under this plan at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
Executive Retiree Health Insurance Plan	$4.0	$3.7

Other Post-employment Benefit Obligations

The Company sponsors certain non-US benefits-related plans covering certain eligible international employees who are eligible under the terms of their employment in their respective countries. These plans are generally unfunded.

The benefit obligation to the Company under these plans at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
Other Non-US Benefits-Related Plans	$9.8	$9.1

Contractual Obligations

The following table summarizes our contractual obligations to third parties as of June 30, 2022 and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years
			(in millions)		
Debt (1)	$3,815.0	$ —	$1,540.0	$525.0	$1,750.0
Interest and facility fee on debt (2)	539.6	105.3	167.6	114.4	152.3
Facility and equipment operating leases (3)	309.0	48.2	80.7	64.1	116.0
Purchase obligations (4)	655.2	151.7	241.8	187.7	73.9
Acquisition deferred payments (5)	3.2	3.2	—	—	—
Capital commitment to fund investment (6)	—	—	—	—	—
Uncertain tax positions (7)	—	—	—	—	—
Total (8)	$5,322.0	$308.5	$2,030.1	$891.2	$2,092.2

(1) These amounts represent the principal repayments of Long-term debt and are included on our Consolidated Balance Sheets. See Note 13, "Borrowings" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Borrowings and related matters.

(2) Includes estimated future interest payments on our long-term debt and interest and facility fee on the revolving credit facility.

(3) We enter into operating leases in the normal course of business relating to facilities and equipment. The majority of our lease agreements have fixed payment terms based on the passage of time. Certain facility and equipment leases require payment of maintenance, real estate taxes and related executory costs, and contain escalation provisions based on future adjustments in price indices. Our future operating lease obligations could change if we exit certain contracts and if we enter into additional operating lease agreements. See Note 8, "Leases" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Leases and related matters.

(4) Purchase obligations relate to payments to Kyndryl, Inc. related to the Amended IT Services Agreement (as described below) that expires in fiscal year 2027, the Private Cloud Agreement (as described below) that expires in fiscal year 2030, the Amended EU IT Services Agreement (as described below) that expires in fiscal year 2029, the AWS Cloud Agreement (as described below) that expires in fiscal year 2027, as well as

software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements, and certain other related arrangements. Purchase obligations also includes $25.4 million of other liabilities recorded on the Company's Consolidated Balance Sheet as of June 30, 2022.

(5) Deferred payment obligation primarily associated with the Company's acquisition of AdvisorStream.

(6) The Company has a future commitment to fund $0.9 million to an investee that is not included in the table above due to the uncertainty of the timing of this future payment.

(7) Due to the uncertainty related to the timing of the reversal of uncertain tax positions, only uncertain tax benefits related to certain settlements have been provided in the table above. The Company is unable to make reasonably reliable estimates related to the timing of the remaining gross unrecognized tax benefit liability of $61.4 million (inclusive of interest). See Note 17, "Income Taxes" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for further detail.

(8) Certain post-employment benefit obligations reported in our Consolidated Balance Sheets in the amount of $70.8 million as of June 30, 2022 were not included in the table above due to the uncertainty of the timing of these future payments.

Data Center Agreements

In March 2010, the Company and International Business Machines Corporation ("IBM") entered into an Information Technology Services Agreement (the "IT Services Agreement"), under which IBM provided certain aspects of the Company's information technology infrastructure. Under the IT Services Agreement, IBM provided a broad range of technology services to the Company, including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The migration of data center processing to IBM was completed in August 2012. In December 2019, the Company and IBM amended and restated the IT Services Agreement (the "Amended IT Services Agreement"), which now expires on June 30, 2027. The Company has the option of incorporating additional services into the Amended IT Services Agreement over time. The Company may renew the term of the Amended IT Services Agreement for up to one additional 12-month period. On July 28, 2021, the Company entered into a novation agreement with IBM (the "U.S. Novation Agreement") pursuant to which IBM novated the Amended IT Services Agreement to Kyndryl, Inc., an entity formed in connection with IBM's spin-off of its managed infrastructure services business ("Kyndryl"), effective September 1, 2021. Fixed minimum commitments remaining under the Amended IT Services Agreement at June 30, 2022 are $145.8 million through fiscal year 2027, the final year of the Amended IT Services Agreement.

In December 2019, the Company and IBM entered into an information technology agreement for private cloud services (the "Private Cloud Agreement") under which IBM will operate, manage and support the Company's private cloud global distributed platforms and products, and operate and manage certain Company networks. The Private Cloud Agreement has an initial term of approximately 10 years and three months, expiring on March 31, 2030. As a result of the Private Cloud Agreement, the Company transferred certain of its employees in April 2020 to IBM and its affiliates, and such transferred employees are expected to continue providing services to the Company on behalf of IBM under the Private Cloud Agreement. Pursuant to the Private Cloud Agreement, the Company agreed to transfer the ownership of certain Company-owned hardware (the "Hardware") located at Company facilities worldwide to IBM. The transfer of the Hardware and Maintenance Contracts to IBM closed on September 30, 2020 for a selling price of $18.0 million. On July 28, 2021, IBM novated the Private Cloud Agreement to Kyndryl, effective September 1, 2021, pursuant to the U.S. Novation Agreement. Fixed minimum commitments remaining under the Private Cloud Agreement at June 30, 2022 are $175.2 million through March 31, 2030, the final year of the contract.

In March 2014, the Company and IBM United Kingdom Limited ("IBM UK") entered into an Information Technology Services Agreement (the "EU IT Services Agreement"), under which IBM UK provides data center services supporting the Company's technology outsourcing services for certain clients in Europe and Asia. The EU IT Services Agreement would have expired in October 2023. In December 2019, the Company amended the existing EU IT Services Agreement whereby the Company will migrate from the existing dedicated on-premises solution to a managed Broadridge private cloud environment provided by IBM, as well as extended the term of the EU IT Services Agreement to June 2029 (the "Amended EU IT Services Agreement"). The Company has the

right to renew the term of the Amended EU IT Services Agreement for up to one additional 12-month period or one additional 24-month period. On August 19, 2021, the Company entered into a novation agreement with IBM UK pursuant to which IBM UK novated the EU IT Services Agreement to Kyndryl UK Limited, effective September 1, 2021. Fixed minimum commitments remaining under the Amended EU IT Services Agreement at June 30, 2022 are $26.0 million through fiscal year 2029, the final year of the contract.

The following table summarizes the capitalized costs related to these agreements as of June 30, 2022:

	Amended IT Services Agreement	Amended EU IT Services Agreement	Total
		(in millions)	
Capitalized costs, beginning balance	$ 62.8	$ 9.0	$ 71.8
Capitalized costs incurred	0.3	—	0.3
Impact of foreign currency exchange	—	(1.4)	(1.4)
Total capitalized costs, ending balance	63.0	7.6	70.7
Total accumulated amortization	(46.6)	(5.4)	(52.0)
Net Deferred Kyndryl Costs	$ 16.4	$ 2.3	$ 18.7

Cloud Services Resale Agreement

On December 31, 2021, the Company and Presidio Networked Solutions LLC ("Presidio"), a reseller of services of Amazon Web Services, Inc. and its affiliates (collectively, "AWS"), entered into an Order Form and AWS Private Pricing Addendum, dated December 31, 2021 (the "Order Form"), to the Cloud Services Resale Agreement, dated December 15, 2017, as amended (together with the Order Form, the "AWS Cloud Agreement"), whereby Presidio will resell to the Company certain public cloud infrastructure and related services provided by AWS for the operation, management and support of the Company's cloud global distributed platforms and products. The AWS Cloud Agreement expires on December 31, 2026. Fixed minimums remaining under the AWS Cloud Agreement at June 30, 2022 are $226.8 million in the aggregate through December 31, 2026.

Investments

The Company has an equity method investment that is a variable interest in a variable interest entity. The Company is not the primary beneficiary and therefore does not consolidate the investee. The Company's potential maximum loss exposure related to its unconsolidated investment in this variable interest entity totaled $42.7 million as of June 30, 2022, which represents the carrying value of the Company's investment.

In addition, as of June 30, 2022, the Company also has a future commitment to fund $0.9 million to one of the Company's other investees.

Other Commercial Agreements

Certain of the Company's subsidiaries established unsecured, uncommitted lines of credit with banks. There were no outstanding borrowings under these lines of credit at June 30, 2022.

Off-balance Sheet Arrangements

It is not our business practice to enter into off-balance sheet arrangements. However, we are exposed to market risk from changes in foreign currency exchange rates that could impact our financial position, results of operations, and cash flows. We manage our exposure to these market risks through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. In January 2022, we entered into a series of cross-currency swap transactions which were designated as a net investment hedge against a portion of our net investment in our Euro functional subsidiaries. We were not a party to any outstanding derivative financial instruments at June 30, 2021.

In January 2022, we executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of our net investment in our subsidiaries whose functional currency is the Euro. The cross-currency swap derivative contracts are agreements to pay fixed-rate interest in Euros and receive fixed-rate interest in U.S. Dollars, thereby

effectively converting a portion of our U.S. Dollar denominated fixed-rate debt into Euro denominated fixed-rate debt. The cross-currency swaps mature in May 2031 to coincide with the maturity of the Fiscal 2021 Senior Notes. Accordingly, foreign currency transaction gains or losses on the qualifying net investment hedge instruments are recorded as foreign currency translation within other comprehensive income (loss), net in the Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At June 30, 2022, our position on the cross-currency swaps was an asset of $101.4 million, and is recorded as part of Other non-current assets on the Consolidated Balance Sheets with the offsetting amount recorded as part of Accumulated other comprehensive income (loss), net of tax. We have elected the spot method of accounting whereby the net interest savings from the cross-currency swaps is recognized as a reduction in interest expense in our Consolidated Statements of Earnings.

In connection with the Itiviti Acquisition in March 2021 we entered into two derivative instruments designed to mitigate the Company's exposure to the impact of (i) changes in foreign exchange rates on the Itiviti Acquisition purchase consideration, and (ii) changes in interest rates on the Fiscal 2021 Senior Notes.

In March 2021, we executed a forward foreign exchange derivative instrument ("Forward") with an aggregate notional amount of EUR 1.955 billion. The Forward acted as an economic hedge against the impact of changes in the Euro on the Company's purchase consideration for the Itiviti Acquisition. We recorded changes in fair value of the Forward as part of Other non-operating income (expenses), net in the Consolidated Statement of Earnings. In May 2021, we settled the Forward derivative for a cumulative pre-tax gain of $66.7 million.

Also, we executed a forward treasury lock agreement ("Treasury Lock"), designated as a cash flow hedge, in the aggregate notional amount of $1.0 billion to manage exposure to fluctuations in the benchmark interest rate associated with the Fiscal 2021 Senior Notes, which were used to pay down a portion of the Term Credit Agreement associated with the Itiviti Acquisition. Accordingly, changes in the fair value of the Treasury Lock were recorded as part of Other comprehensive income (loss), net each period up to when the Treasury Lock was settled. In May 2021, the Treasury Lock was settled for a pre-tax loss of $11.0 million, after which the final settlement loss will be amortized into Interest expense, net ratably over the ten year term of the Fiscal 2021 Senior Notes. The expected amount of the existing loss that will be amortized into earnings before income taxes within the next twelve months is approximately $1.1 million.

In the normal course of business, we also enter into contracts in which it makes representations and warranties that relate to the performance of our products and services. We do not expect any material losses related to such representations and warranties, or collateral arrangements.

Recently-issued Accounting Pronouncements

Please refer to Note 2, "Summary of Significant Accounting Policies" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a discussion on the impact of the adoption of new accounting pronouncements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risks

In the ordinary course of business, the financial position of the Company is routinely subject to certain market risks, notably the effects of changes in interest rates and foreign currency exchange rates. We manage our exposure to these market risks through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. As a result, the Company does not anticipate any material losses from these risks. We do not use derivatives for trading purposes, to generate income or to engage in speculative activity.

Interest Rate Risk

As of June 30, 2022, $1,560.8 million, or 41%, of the Company's total outstanding debt balance of $3,793.0 million is based on floating interest rates. Our $1,560.8 million in variable rate debt at June 30, 2022 consists of our revolving credit facility, which, depending on the currency of the loan, bears interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) or SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings), plus an additional annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings), and the outstanding portion of our Fiscal 2021 Term Loans which bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings). We have assessed our exposure to changes in interest rates by analyzing the sensitivity to our earnings of a change in market interest rates on amounts borrowed from the revolving credit facility and Fiscal 2021 Term Loans during the fiscal year ended June 30, 2022. Assuming a hypothetical increase of one hundred basis points in interest rates on our variable rate debt during the fiscal year ended June 30, 2022, our pre-tax earnings would have decreased by approximately $19.7 million for the fiscal year ended June 30, 2022; however, this would have been offset by interest earned on cash balances. Assuming a hypothetical increase of one hundred basis points in interest rates on our variable rate debt during the fiscal year ended June 30, 2021, our pre-tax earnings would have decreased by approximately $8.4 million for the fiscal year ended June 30, 2021; however, this would have been offset by interest earned on cash balances.

Foreign Currency Risk

While the substantial majority of our business is conducted within the U.S., approximately 15% of our fiscal year 2022 revenues were earned outside of the U.S. Our operations outside of the U.S. primarily reside in Canada, Europe and India. As a result, we are exposed to foreign currency risk from changes in the value of underlying assets and liabilities of our non-U.S. dollar-denominated foreign investments and foreign currency transactions, primarily with respect to the Canadian dollar, the British pound, the Euro, the Indian Rupee and the Swedish Krona.

We manage our foreign currency risk primarily by incurring, to the extent practicable, operating and financing expenses in the local currency in the countries in which we operate. In addition, we executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of our net investment in our subsidiaries whose functional currency is the Euro. At June 30, 2022, the fair value of these derivatives is an asset of $101.4 million. Refer to Note 18, "Contractual Commitments, Contingencies, and Off-Balance Sheet Arrangements" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional details on our cross-currency swap derivative contracts.

For the fiscal year ended June 30, 2022 and June 30, 2021, a hypothetical 10% decrease in the value of the Canadian dollar, the British pound, the Euro, the Indian Rupee and the Swedish Krona versus the U.S. dollar would have resulted in a decrease in our total pre-tax earnings of approximately $12.8 million and $19.3 million, respectively.

ITEM 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Broadridge Financial Solutions, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Broadridge Financial Solutions, Inc. and subsidiaries (the "Company") as of June 30, 2022 and 2021, the related consolidated statements of earnings, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended June 30, 2022, and the related notes and the financial statement schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2022, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill - Refer to Notes 2 and 10 to the financial statements

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Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the income approach, which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates and projections of earnings before income tax ("EBIT"), estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, and the selection of the terminal value growth rate and the discount rate assumptions.

The goodwill balance was $3,484.9 million as of June 30, 2022, which is allocated among various reporting units. During fiscal year 2022, the Company performed the required impairment tests of Goodwill and determined that there was no impairment. The Company also performed a sensitivity analysis under Step 1 of the goodwill impairment test assuming hypothetical reductions in the fair values of the reporting units. A 10% change in their estimates of projected future operating cash flows, discount rates, or terminal value growth rates used in their calculations of the fair values of the reporting units would not result in an impairment of their goodwill.

Auditing the fair value of certain of the reporting units involved a high degree of subjectivity, including the need to involve our fair value specialists, as it relates to evaluating whether management's judgments in determining whether the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, selection of terminal growth and the weighted-average cost of capital (used to determine the discount rate) were appropriate.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, and the selection of the terminal value growth rate and discount rate for certain of the reporting units included the following, among others:

- We tested the effectiveness of controls over goodwill, including those over the projected future operating cash flows and the selection of the discount, and terminal value growth rates.
- We performed a sensitivity analysis on the projected future operating cash flows to determine what revenue and EBIT growth rate is needed to cause an impairment for each reporting unit.
- We evaluated the reasonableness of management's projected future operating cash flows based on forecasted EBIT margins, including projections of revenues by comparing to (1) historical results for significant reporting units, (2) internal communications to management and the Board of Directors, and (3) forecasted information included in Company press releases, analyst and industry reports of the Company and companies in its peer group.

- We considered the impact of changes in the regulatory environment, uncertainty in the market, and economic conditions on management's forecasts.
- With the assistance of our fair value specialists, we evaluated the discount rates, and terminal value growth rates, including testing the underlying source information and the mathematical accuracy of the calculations by developing a range of independent estimates and comparing those to the rates selected by management.

/s/ DELOITTE & TOUCHE LLP

New York, New York
August 12, 2022

We have served as the Company's auditor since 2007.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Earnings
(In millions, except per share amounts)

		Years ended June 30,		
		2022	2021	2020
Revenues	(Note 3)	$5,709.1	$4,993.7	$4,529.0
Operating expenses:				
Cost of revenues		4,116.9	3,570.8	3,265.1
Selling, general and administrative expenses		832.3	744.3	639.0
Total operating expenses		4,949.2	4,315.0	3,904.1
Operating income		759.9	678.7	624.9
Interest expense, net	(Note 5)	(84.7)	(55.2)	(58.8)
Other non-operating income (expenses), net		(3.0)	72.7	13.4
Earnings before income taxes		672.2	696.2	579.5
Provision for income taxes	(Note 17)	133.1	148.7	117.0
Net earnings		$ 539.1	$ 547.5	$ 462.5
Basic earnings per share		$ 4.62	$ 4.73	$ 4.03
Diluted earnings per share		$ 4.55	$ 4.65	$ 3.95
Weighted-average shares outstanding:				
Basic	(Note 4)	116.7	115.7	114.7
Diluted	(Note 4)	118.5	117.8	117.0

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Comprehensive Income
(In millions)

	Years ended June 30,		
	2022	2021	2020
Net earnings	$ 539.1	$547.5	$462.5
Other comprehensive income (loss), net:			
Foreign currency translation adjustments	(247.0)	117.6	(26.4)
Pension and post-retirement liability adjustment, net of tax (provision) benefit of $(3.4), $(0.1) and $0.9 for the years ended June 30, 2022, 2021 and 2020, respectively	10.6	0.3	(2.8)
Fair market value loss on cash flow hedge, net of tax (provision) benefit of $(0.2), $2.6, and $— for the years ended June 30, 2022, 2021 and 2020, respectively	0.8	(8.2)	—
Total other comprehensive income (loss), net	(235.6)	109.7	(29.2)
Comprehensive income	$ 303.6	$657.2	$433.3

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Balance Sheets
(In millions, except per share amounts)

		June 30, 2022	June 30, 2021
Assets			
Current assets:			
Cash and cash equivalents		$ 224.7	$ 274.5
Accounts receivable, net of allowance for doubtful accounts of $6.8 and $9.3, respectively		946.9	820.3
Other current assets		156.8	166.4
Total current assets		1,328.4	1,261.3
Property, plant and equipment, net	(Note 9)	150.9	177.2
Goodwill	(Note 10)	3,484.9	3,720.1
Intangible assets, net	(Note 10)	1,077.1	1,425.0
Deferred client conversion and start-up costs		1,232.3	773.7
Other non-current assets	(Note 11)	895.3	762.5
Total assets		$ 8,168.8	$ 8,119.8
Liabilities and Stockholders' Equity			
Current liabilities:			
Payables and accrued expenses	(Note 12)	$ 1,114.9	$ 1,102.7
Contract liabilities		198.5	185.3
Total current liabilities		1,313.4	1,288.0
Long-term debt	(Note 13)	3,793.0	3,887.6
Deferred taxes	(Note 17)	446.1	400.7
Contract liabilities		215.8	197.2
Other non-current liabilities	(Note 14)	481.5	537.2
Total liabilities		6,249.8	6,310.6
Commitments and contingencies	(Note 18)		
Stockholders' equity:			
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none		—	—
Common stock, $0.01 par value: Authorized, 650.0 shares; issued, 154.5 and 154.5 shares, respectively; outstanding, 117.3 and 116.1 shares, respectively		1.6	1.6
Additional paid-in capital		1,344.7	1,245.5
Retained earnings		2,824.0	2,583.8
Treasury stock, at cost: 37.2 and 38.3 shares, respectively		(2,024.8)	(2,030.9)
Accumulated other comprehensive income (loss)	(Note 19)	(226.3)	9.2
Total stockholders' equity		1,919.1	1,809.1
Total liabilities and stockholders' equity		$ 8,168.8	$ 8,119.8

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Cash Flows
(In millions)

	Years ended June 30,		
	2022	2021	2020
Cash Flows From Operating Activities			
Net earnings	$ 539.1	$ 547.5	$ 462.5
Adjustments to reconcile Net earnings to Net cash flows provided by operating activities:			
Depreciation and amortization	82.4	67.4	73.8
Amortization of acquired intangibles and purchased intellectual property	250.2	153.7	122.9
Amortization of other assets	131.4	113.6	102.6
Write-down of long lived assets	39.5	31.4	30.4
Stock-based compensation expense	68.4	58.6	60.8
Deferred income taxes	50.7	52.0	29.0
Gain on forward foreign exchange derivative	—	(66.7)	—
Other	(17.9)	(31.7)	(26.9)
Changes in operating assets and liabilities, net of assets and liabilities acquired:			
Current assets and liabilities:			
Increase in Accounts receivable, net	(85.4)	(42.4)	(33.5)
(Increase) decrease in Other current assets	12.2	(29.6)	(17.9)
Increase (decrease) in Payables and accrued expenses	(26.7)	144.3	58.6
Increase in Contract liabilities	30.2	12.4	12.2
Non-current assets and liabilities:			
Increase in Other non-current assets	(696.9)	(454.5)	(352.7)
Increase in Other non-current liabilities	66.2	84.0	76.4
Net cash flows provided by operating activities	443.5	640.1	598.2
Cash Flows From Investing Activities			
Capital expenditures	(29.0)	(51.9)	(62.7)
Software purchases and capitalized internal use software	(44.1)	(48.8)	(36.0)
Proceeds from asset sales	—	18.0	—
Acquisitions, net of cash acquired	(13.3)	(2,603.6)	(339.1)
Settlement of forward foreign exchange derivative	—	66.7	—
Other investing activities	(24.0)	(34.0)	(3.8)
Net cash flows used in investing activities	(110.4)	(2,653.7)	(441.7)
Cash Flows From Financing Activities			
Debt proceeds	670.0	4,325.0	1,621.9
Debt repayments	(765.5)	(2,230.7)	(1,292.8)
Dividends paid	(290.7)	(261.7)	(241.0)
Purchases of Treasury stock	(22.8)	(21.5)	(69.3)
Proceeds from exercise of stock options	60.2	35.3	41.8
Other financing activities	(22.0)	(48.6)	(9.4)
Net cash flows provided by (used in) financing activities	(370.8)	1,797.8	51.2
Effect of exchange rate changes on Cash and cash equivalents	(12.2)	13.8	(4.3)
Net change in Cash and cash equivalents	(49.9)	(202.1)	203.4
Cash and cash equivalents, beginning of fiscal year	274.5	476.6	273.2
Cash and cash equivalents, end of fiscal year	$ 224.7	$ 274.5	$ 476.6
Supplemental disclosure of cash flow information:			
Cash payments made for interest	$ 82.3	$ 56.0	$ 58.5
Cash payments made for income taxes, net of refunds	$ 77.4	$ 98.0	$ 100.9
Non-cash investing and financing activities:			
Accrual of unpaid property, plant, equipment and software	$ 19.2	$ 32.0	$ 13.9

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Stockholders' Equity
(In millions, except per share amounts)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount					
Balances, June 30, 2019	154.5	$1.6	$1,109.3	$2,087.7	$(1,999.8)	$ (71.2)	$1,127.5
Comprehensive income (loss)	—	—	—	462.5	—	(29.2)	433.3
Cumulative effect of changes in accounting principle	—	—	—	0.2	—	—	0.2
Stock option exercises	—	—	42.1	—	—	—	42.1
Stock-based compensation	—	—	60.6	—	—	—	60.6
Treasury stock acquired (0.6 shares)	—	—	—	—	(69.3)	—	(69.3)
Treasury stock reissued (1.5 shares)	—	—	(33.5)	—	33.5	—	—
Common stock dividends ($2.16 per share)	—	—	—	(247.8)	—	—	(247.8)
Balances, June 30, 2020	154.5	1.6	1,178.5	2,302.6	(2,035.7)	(100.4)	1,346.5
Comprehensive income (loss)	—	—	—	547.5	—	109.7	657.2
Stock option exercises	—	—	35.0	—	—	—	35.0
Stock-based compensation	—	—	58.2	—	—	—	58.2
Treasury stock acquired (0.1 shares)	—	—	—	—	(21.5)	—	(21.5)
Treasury stock reissued (1.2 shares)	—	—	(26.2)	—	26.2	—	—
Common stock dividends ($2.30 per share)	—	—	—	(266.3)	—	—	(266.3)
Balances, June 30, 2021	154.5	1.6	1,245.5	2,583.8	(2,030.9)	9.2	1,809.1
Comprehensive income (loss)	—	—	—	539.1	—	(235.6)	303.6
Stock option exercises	—	—	60.3	—	—	—	60.3
Stock-based compensation	—	—	67.8	—	—	—	67.8
Treasury stock acquired (0.1 shares)	—	—	—	—	(22.8)	—	(22.8)
Treasury stock reissued (1.3 shares)	—	—	(28.9)	—	28.9	—	—
Common stock dividends ($2.56 per share)	—	—	—	(298.9)	—	—	(298.9)
Balances, June 30, 2022	154.5	$1.6	$1,344.7	$2,824.0	$(2,024.8)	$(226.3)	$1,919.1

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

NOTE 1. BASIS OF PRESENTATION

A. Description of Business. Broadridge Financial Solutions, Inc. ("Broadridge" or the "Company"), a Delaware corporation and a part of the S&P 500® Index ("S&P"), is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds.

The Company operates in two reportable segments: Investor Communication Solutions ("ICS") and Global Technology and Operations ("GTO").

- **Investor Communication Solutions** - Broadridge provides the following governance and communications solutions through its Investor Communication Solutions business segment: Regulatory Solutions, Data-Driven Fund Solutions, Corporate Issuer Solutions, and Customer Communications Solutions.

  A large portion of Broadridge's ICS business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge® ("ProxyEdge") is Broadridge's innovative electronic proxy delivery and voting solution for institutional investors and financial advisors that helps ensure the voting participation of the largest stockholders of many companies. Broadridge has implemented digital applications to make voting easier for retail investors. Broadridge also provides the distribution of regulatory reports, class action and corporate action/reorganization event information, as well as tax reporting solutions that help its clients meet their regulatory compliance needs.

  For asset managers and retirement service providers, Broadridge offers data-driven solutions and an end-to-end platform for content management, composition, and omni-channel distribution of regulatory, marketing, and transactional information. Broadridge's data and analytics solutions provide investment product distribution data, analytical tools, insights, and research to enable asset managers to optimize product distribution across retail and institutional channels globally. Through Matrix Financial Solutions, Inc. ("Matrix"), Broadridge provides mutual fund trade processing services for retirement service providers, third-party administrators, financial advisors, banks and wealth management professionals.

  In addition, Broadridge provides public corporations and mutual funds with a full suite of solutions to help manage their annual meeting process, including a full suite of annual meeting and shareholder engagement solutions such as registered and beneficial proxy materials distribution, proxy processing and tabulation services, digital voting solutions, proxy and shareholder report document management solutions, virtual shareholder meeting services and environmental, social and governance solutions. Broadridge also offers disclosure solutions, including annual SEC filing services and capital markets transaction services. We also provide registrar, stock transfer and record-keeping services through our transfer agency services.

  We provide omni-channel customer communications solutions which include print and digital solutions to modernize technology infrastructures, simplify communications processes, accelerate digital adoption and improve the customer experience. Through one point of integration, the Broadridge Communications Cloud℠ platform (the "Communications Cloud") helps companies create, deliver, and manage their communications and customer engagement. The platform includes data-driven composition tools, identity and preference management, omni-channel optimization and digital communication experience, archive and information management, digital and print delivery, and analytics and reporting tools.

- **Global Technology and Operations** - Broadridge's Global Technology and Operations business provides solutions that automate the front-to-back transaction lifecycle of equity, mutual fund, fixed income, foreign exchange and exchange-traded derivatives, from order capture and execution through trade confirmation, margin, cash management, clearing and settlement, reference data management, reconciliations, securities financing and collateral management, asset servicing, compliance and

regulatory reporting, portfolio accounting and custody-related services. Broadridge's solutions provide automated straight through processing and enable buy- and sell-side financial institutions to efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With Broadridge's multi-market, multi-asset class, multi-entity and multi-currency capabilities, Broadridge provides front-to-back processing on a global basis. In addition, Broadridge provides business process outsourcing services for its buy- and sell-side clients' businesses. These services combine Broadridge's technology with its operations expertise to support the entire trade lifecycle, including securities clearing and settlement, reconciliations, record-keeping, wealth management asset servicing, and custody-related functions.

For capital markets firms, Broadridge provides a set of multi-asset, multi-entity and multi-currency post-trade and trading and connectivity solutions that support processing of securities transactions in equities, options, fixed income securities, foreign exchange, exchange-traded derivatives and mutual funds. Provided on a software as a service ("SaaS") basis within large user communities, Broadridge's technology is a global solution, processing clearance and settlement in over 100 countries. Broadridge's solutions enable global capital markets firms to access market liquidity, drive more effective market making and efficient front-to-back trade processing. With the 2021 acquisition of Itiviti Holding AB ("Itiviti") (now doing business as Broadridge Trading and Connectivity Solutions), Broadridge offers a set of global front-office trade order and execution management systems, connectivity and network offerings.

Broadridge's comprehensive wealth management platform offers capabilities across the entire wealth management lifecycle and streamlines all aspects of wealth management services, including account management, fee management and client on-boarding. The wealth management platform enables full-service, regional and independent broker-dealers and investment advisors to better engage with customers through digital marketing and customer communications tools. Broadridge also integrates data, content and technology to drive new customer acquisition, support holistic and personalized advice and cross-sell opportunities through the creation of sales and educational content, including seminars as well as customizable advisor websites, search engine marketing and electronic and print newsletters. Broadridge's advisor solutions help advisors optimize their practice management through customer and account data aggregation and reporting.

Broadridge services the global investment management industry with a range of buy-side technology solutions such as portfolio management, compliance and fee billing and operational support solutions for hedge funds, family offices, alternative asset managers, traditional asset managers and the providers that service this space including prime brokers, fund administrators and custodians.

B. Consolidation and Basis of Presentation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in the U.S. and in accordance with the SEC requirements for Annual Reports on Form 10-K. These financial statements present the consolidated position of the Company and include the entities in which the Company directly or indirectly has a controlling financial interest as well as various entities in which the Company has investments recorded under the equity method of accounting as well as certain marketable and non-marketable securities. Intercompany balances and transactions have been eliminated. Amounts presented may not sum due to rounding. Certain prior period amounts have been reclassified to conform to the current year presentation where applicable.

Beginning with the first quarter of fiscal year 2022, the Company revised the foreign exchange rates used to present segment revenues and segment earnings (loss) before income taxes to further allocate the foreign exchange impact to the individual segment revenue and profit metrics. The presentation of segment revenues and earnings (loss) before income taxes for the prior periods provided in this Form 10-K has been changed to conform to the current period presentation. Total consolidated revenues and earnings before income taxes were not impacted. Please refer to Note 3, "Revenue Recognition" and Note 20, "Financial Data by Segment."

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Use of Estimates. The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes thereto. These estimates are based on management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other

assumptions and judgment that are believed to be reasonable under the circumstances. Accordingly, actual results could differ from those estimates. The use of estimates in specific accounting policies is described further in the notes to the Consolidated Financial Statements, as appropriate.

B. Revenue Recognition. ASU No. 2014-09 outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers. The core principle is that an entity recognizes revenue to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company's revenues from clients are primarily generated from fees for providing investor communications and technology-enabled services and solutions. Revenues are recognized for the two reportable segments as follows:

- **Investor Communication Solutions**—Revenues are generated primarily from processing and distributing investor communications and other related services as well as vote processing and tabulation. The Company typically enters into agreements with clients to provide services on a fee for service basis. Fees received for processing and distributing investor communications are generally variably priced and recognized as revenue over time as the Company provides the services to clients based on the number of units processed, which coincides with the pattern of value transfer to the client. Broadridge works directly with corporate issuers ("Issuers") and mutual funds to ensure that the account holders of the Company's bank and broker clients, who are also the shareholders of Issuers and mutual funds, receive the appropriate investor communications materials and that the services are fulfilled in accordance with each Issuer's and mutual fund's requirements. Broadridge works directly with the Issuers and mutual funds to resolve any issues that may arise. As such, Issuers and mutual funds are viewed as the customer of the Company's services. As a result, revenues for distribution services as well as proxy materials fulfillment services are recorded in Revenue on a gross basis with corresponding costs including amounts remitted to the broker-dealers and banks (referred to as "Nominees") recorded in Cost of revenues. Fees for the Company's investor communications services arrangements are typically billed and paid on a monthly basis following the delivery of the services. The Company also offers certain hosted service arrangements that can be priced on a fixed and/or variable basis for which revenue is recognized over time as the Company satisfies its performance obligation by delivering services to the client on a monthly basis based on the number of transactions processed or units delivered, in the case of variable priced arrangements, or a fixed monthly fee in the case of fixed price arrangements, in each case which coincides with the pattern of value transfer to the client. These services may be billed in a variety of payment frequencies depending on the specific arrangement.
- **Global Technology and Operations**—Revenues are generated primarily from fees for trade processing and related services. Revenue is recognized over time as the Company satisfies its performance obligation by delivering services to the client. The Company's arrangements for processing and related services typically consist of an obligation to provide specific services to its clients on a when and if needed basis (a stand ready obligation) with revenue recognized from the satisfaction of the performance obligations on a monthly basis generally in the amount billable to the client. These services are generally provided under variable priced arrangements based on volume of service and can include minimum monthly usage fees. Client service agreements often include up-front consideration in addition to the recurring fee for trade processing. Up-front implementation fees, as well as certain enhancements to existing technology platforms, are deferred and recognized on a straight-line basis over the service term of the contract which corresponds to the timing of transfer of value to the client that commences after client acceptance when the processing term begins. In addition, revenue is also generated from the fulfillment of professional services engagements which are generally priced on a time and materials or fixed price basis, and are recognized as the services are provided to the client which corresponds to the timing of transfer of value to the client. Finally, the Company generally recognizes license revenues from software term licenses installed on clients' premises upon delivery and acceptance of the software license, assuming a contract is deemed to exist, and recognizes revenue attributed to the associated software maintenance and support obligation over the contract term. Software term license revenue is not a significant portion of the Company's revenues.

The Company uses the following methods, inputs, and assumptions in determining amounts of revenue to recognize:

Identification of Performance Obligations

For revenue arrangements containing multiple goods or services, the Company accounts for the individual goods or services as a separate performance obligation if they are distinct, the good or service is separately identifiable from other items in the arrangement, and if a client can benefit from it on its own or with other resources that are readily available to the client. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation.

Transaction Price

Once separate performance obligations are determined, the transaction price is allocated to the individual performance obligations within a contract. If the contracted prices reflect the relative standalone selling prices for the individual performance obligations, no allocations are made. Otherwise, the Company uses the relative selling price method to allocate the transaction price, obtained from sources such as the observable price of a good or service when the Company sells that good or service separately in similar circumstances and to similar clients. If such evidence is unavailable, the Company uses the best estimate of the selling price, which includes various internal factors such as pricing strategy and market factors. A significant portion of the Company's performance obligations are generated from transactions with volume based fees and includes services that are delivered at the same time. The Company recognizes revenue related to these arrangements over time as the services are provided to the client. While many of the Company's contracts contain some component of variable consideration, the Company only recognizes variable consideration that is not expected to reverse. The Company allocates variable payments to distinct services in an overall contract when the variable payment relates specifically to that particular service and for which the variable payment reflects what the Company expects to receive in exchange for that particular service. As a result, the Company generally allocates and recognizes variable consideration in the period it has the contractual right to invoice the client.

As described above, our most significant performance obligations involve variable consideration which constitutes the majority of our revenue streams. The Company's variable consideration components meet the criteria in ASU No. 2014-09 for exclusion from disclosure of the remaining transaction price allocated to unsatisfied performance obligations as does any contracts with clients with an original duration of one year or less. The Company has contracts with clients that vary in length depending on the nature of the services and contractual terms negotiated with the client, and they generally extend over a multi-year period.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a client, are excluded from revenue. Distribution revenues associated with shipping and handling activities are accounted for as a fulfillment activity and recognized as the related services or products are transferred to the client. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between client payment and the transfer of goods or services is expected to be one year or less.

C. Cash and Cash Equivalents. Investment securities with an original maturity of 90 days or less are considered cash equivalents. The fair value of the Company's Cash and cash equivalents approximates carrying value due to their short term nature.

D. Financial Instruments. Substantially all of the financial instruments of the Company other than Long-term debt are carried at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. The carrying value of the Company's long-term fixed-rate senior notes represent the face value of the long-term fixed-rate senior notes net of the unamortized discount and net of the associated unamortized debt issuance cost. The fair value of the Company's long-term fixed-rate senior notes is based on quoted market prices. Refer to Note 13, "Borrowings," for a further description of the Company's long-term fixed-rate senior notes as well as Note 7, "Fair Value of Financial Instruments" for additional details on the fair value of the Company's financial instruments. In addition, refer to Note 18, "Contractual Commitments, Contingencies, and Off-Balance Sheet Arrangements" for details on the Company's cross-currency swap derivative contracts which are carried at fair value.

E. Property, Plant and Equipment. Property, plant and equipment is initially recorded at cost and depreciated over the estimated useful lives of the assets using the straight-line method. Leasehold improvements are amortized over the shorter of the term of the lease or the estimated useful lives of the improvements. The estimated useful lives of assets are as follows:

Equipment	3 to 7 years
Buildings and Building Improvements	5 to 20 years
Furniture and fixtures	4 to 7 years

Refer to Note 9, "Property, Plant and Equipment, Net", for a further description of the Company's Property, plant and equipment, net.

F. Securities. Securities are non-derivatives that are reflected in Other non-current assets in the Consolidated Balance Sheets, unless management intends to dispose of the investment within twelve months of the end of the reporting period, in which case they are reflected in Other current assets in the Consolidated Balance Sheets. These investments are in entities over which the Company does not have control, joint control, or significant influence. Securities that have a readily determinable fair value are carried at fair value. Securities without a readily determinable fair value are initially recognized at cost and subsequently carried at cost minus impairment, if any, plus or minus changes resulting from observable price changes in transactions for an identical or similar investment of the same issuer, such as subsequent capital raising transactions. Changes in the value of securities with or without a readily determinable fair value are recorded in the Consolidated Statements of Earnings. In determining whether a security without a readily determinable fair value is impaired, management considers qualitative factors to identify an impairment including the financial condition and near-term prospects of the issuer. Refer to Note 7, "Fair Value of Financial Instruments" for additional details on the fair value of the Company's securities.

G. Inventories. Inventories are stated at the lower of cost (determined on a first-in, first-out basis) or market. Inventory balances of $29.3 million and $23.2 million, consisting of forms and envelopes used in the mailing of proxy and other materials to our customers, are reflected in Other current assets in the Consolidated Balance Sheets at June 30, 2022 and 2021, respectively.

H. Deferred Client Conversion and Start-Up Costs. Direct costs incurred to set up or convert a client's systems to function with the Company's technology, and are generally deferred and recognized on a straight-line basis over the service term of the arrangement to which the costs relate, which commences when the client goes live with the Company's services. The key judgment for determining the amount of costs to be deferred relates to the extent to which such costs are recoverable. This estimate includes (i) projected future client revenues, including variable revenues, offset by an estimate of conversion costs including an estimate of onboarding costs as well as ongoing operational costs, and (ii) an estimate of the expected client life. This is also the basis for which the Company assesses such costs for impairment. The two main categories of assets comprising Deferred client conversion and start-up costs of $1,232.3 million as of June 30, 2022 consist of costs incurred to set-up or convert a client's systems to function with the Company's technology of $1,224.7 million, as well as other start-up costs of $7.7 million. Deferred client conversion and start-up costs of $773.7 million as of June 30, 2021 consist of costs incurred to set-up or convert a client's systems to function with the Company's technology of $761.7 million, as well as other start-up costs of $12.0 million.

I. Deferred Sales Commission Costs. The Company defers incremental costs to obtain a client contract that it expects to recover, which consists of sales commissions incurred, only if the contract is executed. Deferred sales commission costs are amortized on a straight-line basis using a portfolio approach consistent with the pattern of transfer of the goods or services to which the asset relates, which also considers expected customer lives. As a practical expedient, the Company recognizes the sales commissions as an expense when incurred if the amortization period of the sales commission asset that the entity otherwise would have recognized is one year or less. The Company evaluates the carrying value of deferred sales commission costs for impairment on the basis of whether these costs are fully recoverable from the expected future undiscounted net operating cash flows of the portfolio of clients to which the deferred sales commission costs relate. Refer to Note 11, "Other Non-Current Assets" for a further description of the Company's Deferred sales commission costs.

J. Deferred Data Center Costs. Data center costs relate to conversion costs associated with our principal data center systems and applications. Costs directly related to the activities necessary to make the data center

usable for its intended purpose are deferred and amortized over the life of the contract on a straight-line basis commencing on the date the data center has achieved full functionality. These deferred costs are reflected in Other non-current assets in the Consolidated Balance Sheets at June 30, 2022 and 2021, respectively. Refer to Note 11, "Other Non-Current Assets" for a further description of the Company's Deferred data center costs.

K. Goodwill. The Company does not amortize goodwill but instead tests goodwill for impairment at the reporting unit level at least annually or more frequently if circumstances indicate possible impairment. The Company tests for goodwill impairment annually in the fourth quarter of the fiscal year, using the March 31 financial statement balances. The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the income approach, which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates, estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted earnings before interest and taxes, and the selection of the terminal value growth rate and discount rate assumptions. The weighted-average cost of capital takes into account the relative weight of each component of our consolidated capital structure (equity and long-term debt). The estimates of long-term growth and costs are based on historical data, various internal estimates and a variety of external sources, and are developed as part of the Company's routine, long-range planning process. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess not to exceed the total amount of goodwill allocated to that reporting unit. Refer to Note 10, "Goodwill and Intangible Assets, Net" for a further description on the Company's accounting for goodwill.

L. Impairment of Long-Lived Assets. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (or asset group) may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset (or asset group) to the estimated undiscounted future cash flows expected to be generated by the asset (or asset group). If the carrying amount of an asset (or asset group) exceeds its expected estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset (or asset group) exceeds its fair value. Intangible assets with finite lives are amortized primarily on a straight-line basis over their estimated useful lives and are also reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Refer to Note 9, "Property, Plant and Equipment, Net" for a further description of the Company's Property, plant and equipment, net. Refer to Note 6, "Acquisitions" and Note 10, "Goodwill and Intangible Assets, Net" for a further description of the Company's Intangible assets, net.

M. Equity Method Investments. The Company's investments resulting in a 20% to 50% ownership interest are accounted for using the equity method of accounting when the ability to exercise significant influence is maintained by the Company. The Company's share of net income or losses of equity method investments is included in Other non-operating income (expenses), net. Equity method investments are included in Other non-current assets. Equity method investments are reviewed for impairment by assessing if a decline in market value of the investment below the carrying value is other than temporary, which considers the intent and ability to retain the investment, the length of time and extent that the market value has been less than cost, and the financial condition of the investee.

N. Foreign Currency Translation and Transactions. The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars based on exchange rates in effect at the end of each period. Revenues and expenses are translated at average exchange rates during the periods. Currency transaction gains or losses are included in Non-operating income (expenses), net. Gains or losses from balance sheet translation are included in Accumulated other comprehensive income (loss).

O. Distribution Cost of Revenues. Distribution cost of revenues consists primarily of postage related expenses incurred in connection with the Company's Investor Communication Solutions segment, as well as Matrix Financial Solutions, Inc. administrative services expenses. These costs are reflected in Cost of revenues in the Consolidated Statements of Earnings.

P. Stock-Based Compensation. The Company accounts for stock-based compensation by recognizing the measurement of stock-based compensation expense in the Consolidated Statements of Earnings based on the fair

value of the award on the date of grant. For stock options issued, the fair value of each stock option was estimated on the date of grant using a binomial option-pricing model. The binomial model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate, and employee exercise behavior. Expected volatilities utilized in the binomial model are based on a combination of implied market volatilities, historical volatility of the Company's stock price, and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding. For restricted stock units, the fair value of the award is based on the current fair value of the Company's stock on the date of grant less the present value of future expected dividends discounted at the risk-free-rate derived from the U.S. Treasury yield curve in effect at the time of grant. Refer to Note 15, "Stock-Based Compensation" for a further description of the Company's stock-based compensation.

Q. Internal Use Software. Expenditures for major software purchases and software developed or obtained for internal use are capitalized and amortized generally over a three- to five-year period on a straight-line basis. For software developed or obtained for internal use, the Company's accounting policy provides for the capitalization of external direct costs of materials and services associated with developing or obtaining internal use computer software. In addition, the Company also capitalizes payroll and payroll-related costs for employees who are directly associated with internal use computer software projects. The amount of capitalizable payroll costs with respect to these employees is limited to direct time spent on such projects. Costs associated with preliminary project stage activities, training, maintenance, and all other post-implementation stage activities are expensed as incurred. The Company also expenses internal costs related to minor upgrades and enhancements, as it is impractical to separate these costs from normal maintenance activities. Refer to Note 10, "Goodwill and Intangible assets, Net" for a further description of the Company's capitalized software.

R. Income Taxes. The Company accounts for income taxes under the asset and liability method, which establishes financial accounting and reporting standards for the effect of income taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the Company's Consolidated Financial Statements or tax returns. Deferred tax assets and liabilities are recognized based on temporary differences between the consolidated financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the temporary differences are expected to reverse.

Judgment is required in addressing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns (e.g., realization of deferred tax assets, changes in tax laws or interpretations thereof). Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets attributable to net operating and capital loss carryforwards of certain subsidiaries to offset future taxable earnings. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income requires significant judgment and are consistent with the plans and estimates used to manage the underlying businesses. Refer to Note 17, "Income Taxes" for a further description of the Company's income taxes.

S. Concentration of Risk. The majority of our clients operate in the financial services industry. Our largest single client in each of our fiscal years 2022, 2021 and 2020 accounted for approximately 7%, 6%, and 6% of our consolidated revenues.

T. New Accounting Pronouncements.

Recently Adopted Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-15, "Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract" ("ASU No. 2018-15"), which aligns the requirements for capitalizing implementation costs incurred in a cloud computing hosting arrangement that is a service contract with the requirements under GAAP for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU No. 2018-15 became effective for the Company beginning in the first quarter of fiscal year 2021. Entities are permitted to apply either a retrospective or prospective transition approach to adopt the guidance, for which the Company elected to adopt ASU No. 2018-15 on a prospective basis. The adoption of ASU No. 2018-15 did not have a material impact on the Company's Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses" ("ASU No. 2016-13"), which prescribes an impairment model for most financial instruments based on expected losses rather than incurred losses. Under this model, an estimate of expected credit losses over the contractual life of the instrument is to be recorded as of the end of a reporting period as an allowance to offset the amortized cost basis, resulting in a net presentation of the amount expected to be collected on the financial instrument. The expected credit loss model incorporates historical collection experience and other factors, including those related to current market conditions and events. The Company monitors trade receivable balances and other related assets, and estimates the allowance for lifetime expected credit losses. ASU No. 2016-13 became effective for the Company in the first quarter of fiscal year 2021. For most instruments, entities must apply the standard using a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The adoption of ASU No. 2016-13 did not have a material impact on the Company's Consolidated Financial Statements.

U. Subsequent Events. In preparing the accompanying Consolidated Financial Statements, the Company has reviewed events that have occurred after June 30, 2022 through the date of issuance of the Consolidated Financial Statements. Refer to Note 21, "Subsequent Events" for a description of the Company's subsequent events.

NOTE 3. REVENUE RECOGNITION

Disaggregation of Revenue

The Company has presented below its revenue disaggregated by product line and by revenue type within each of its Investor Communication Solutions and Global Technology and Operations reportable segments.

Fee revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity. In addition, the level of recurring and event-driven activity the Company processes directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. Event-driven fee revenues are based on the number of special events and corporate transactions the Company processes. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. Distribution revenues primarily include revenues related to the physical mailing and distribution of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services, as well as Matrix administrative services.

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Investor Communication Solutions			
Regulatory	$1,077.4	$ 940.2	$ 783.0
Data-driven fund solutions	365.8	343.8	331.3
Issuer	215.9	188.6	156.4
Customer communications	615.8	569.5	568.0
Total ICS Recurring fee revenues	2,275.0	2,042.1	1,838.7

	Years ended June 30,		
	2022	2021	2020
		(in millions)	
Equity and other	115.1	123.3	78.3
Mutual funds	154.5	112.2	98.0
Total ICS Event-driven fee revenues	269.6	235.5	176.3
Distribution revenues	1,717.6	1,549.5	1,446.1
Total ICS Revenues	$4,262.1	$3,827.0	$3,461.1
Global Technology and Operations			
Capital markets	$ 920.8	$ 661.3	$ 615.2
Wealth and investment management	553.6	524.9	492.2
Total GTO Recurring fee revenues	1,474.4	1,186.2	1,107.4
Foreign currency exchange	(27.4)	(19.5)	(39.4)
Total Revenues	$5,709.1	$4,993.7	$4,529.0
Revenues by Type			
Recurring fee revenues	$3,749.3	$3,228.3	$2,946.1
Event-driven fee revenues	269.6	235.5	176.3
Distribution revenues	1,717.6	1,549.5	1,446.1
Foreign currency exchange	(27.4)	(19.5)	(39.4)
Total Revenues	$5,709.1	$4,993.7	$4,529.0

Contract Balances

The following table provides information about contract assets and liabilities:

	June 30, 2022	June 30, 2021	June 30, 2020
		(in millions)	
Contract assets	$118.5	$ 89.8	$ 81.9
Contract liabilities	$414.3	$382.5	$286.6

Contract assets result from revenue already recognized but not yet invoiced, including certain future amounts to be collected under software term licenses and certain other client contracts. Contract liabilities represent consideration received or receivable from clients before the transfer of control occurs (deferred revenue). Contract balances are reported in a net contract asset or liability position on a contract-by-contract basis at the end of each reporting period.

During the fiscal year ended June 30, 2022, contract assets increased primarily due to an increase in software term license revenues recognized but not yet invoiced and contract liabilities increased primarily due to growth in revenues and the timing of client payments. During the fiscal year ended June 30, 2021, contract liabilities increased primarily due to a combination of recent acquisitions, growth in revenues and the timing of client payments. The Company recognized $233.8 million of revenue during the fiscal year ended June 30, 2022 that was included in the contract liability balance as of June 30, 2021. The Company recognized $158.7 million of revenue during the fiscal year ended June 30, 2021 that was included in the contract liability balance as of June 30, 2020. The Company recognized $141.2 million of revenue during fiscal year ended June 30, 2020 that was included in the contract liability balance as of June 30, 2019.

NOTE 4. WEIGHTED-AVERAGE SHARES OUTSTANDING

Basic earnings per share ("EPS") is calculated by dividing the Company's Net earnings by the basic Weighted-average shares outstanding for the periods presented. The Company calculates diluted EPS using the treasury stock method, which reflects the potential dilution that could occur if outstanding stock options at the presented date are exercised and restricted stock unit awards have vested.

As of June 30, 2022, 2021 and 2020, the computation of diluted EPS did not include 0.7 million, 0.4 million and 0.5 million options to purchase Broadridge common stock, respectively, as the effect of their inclusion would have been anti-dilutive.

The following table sets forth the denominators of the basic and diluted EPS computations:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Weighted-average shares outstanding:			
Basic	116.7	115.7	114.7
Common stock equivalents	1.8	2.1	2.3
Diluted	118.5	117.8	117.0

NOTE 5. INTEREST EXPENSE, NET

Interest expense, net consisted of the following:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Interest expense on borrowings	$(87.7)	$(57.5)	$(62.5)
Interest income	3.0	2.2	3.7
Interest expense, net	$(84.7)	$(55.2)	$(58.8)

NOTE 6. ACQUISITIONS

Assets acquired and liabilities assumed in business combinations are recorded on the Company's Consolidated Balance Sheets as of the respective acquisition date based upon the estimated fair values at such date. The results of operations of the businesses acquired by the Company are included in the Company's Consolidated Statements of Earnings since the respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed is allocated to Goodwill.

During the fiscal year ended June 30, 2022, there were no material acquisitions.

The Company is providing unaudited pro forma supplemental information for the acquisition of Itiviti as the acquisition was material to the Company's operating results. Unaudited pro forma supplemental financial information for all acquisitions, excluding Itiviti, is not provided as the impact of these acquisitions on the Company's operating results, financial position or cash flows was not material for any acquisition individually.

The following represents the fiscal year 2021 acquisitions:

BUSINESS COMBINATIONS

Financial information on each transaction is as follows:

	Itiviti	Advisor-Stream	Total
		(in millions)	
Cash payments, net of cash acquired	$2,580.4	$23.2	$2,603.6
Deferred payments, net	—	2.9	2.9
Contingent consideration liability	—	8.5	8.5
Aggregate purchase price	$2,580.4	$34.5	$2,615.0
Net tangible assets acquired / (liabilities assumed)	$ (252.9)	$ (3.3)	$ (256.2)
Goodwill	1,928.7	27.3	1,956.0
Intangible assets	904.6	10.5	915.1
Aggregate purchase price	$2,580.4	$34.5	$2,615.0

Itiviti

In May 2021, the Company acquired Itiviti, a leading provider of trading and connectivity technology to the capital markets industry. The acquisition of Itiviti extends the Company's back-office capabilities into the front office and deepens its multi-asset class solutions, better enabling the Company to help its clients adapt to a rapidly evolving marketplace. Itiviti is included in the Company's GTO reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.

The following summarizes the allocation of purchase price for the Itiviti acquisition (in millions):

	Itiviti
Accounts receivable	$ 38.9
Other current assets	14.2
Property, plant and equipment	4.4
Intangible assets	904.6
Goodwill	1,928.7
Other non-current assets	48.3
Payables and accrued expenses	(72.0)
Current contract liabilities	(55.4)
Deferred taxes	(200.2)
Other long term liabilities	(31.2)
Consideration paid, net of cash acquired	$2,580.4

Unaudited Pro Forma Financial Information

The unaudited pro forma condensed consolidated results of operations in the table below are provided for illustrative purposes only and summarize the combined results of operations of Broadridge and Itiviti. For purposes of this pro forma presentation, the acquisition of Itiviti is assumed to have occurred on July 1, 2019. The pro forma financial information for all periods presented also includes the estimated business combination accounting effects resulting from this acquisition, notably amortization expense from the acquired intangible assets, interest expense from recent debt financing, the proceeds of which were used to fund the acquisition, and certain other integration related impacts.

This unaudited pro forma financial information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisition had actually occurred on July 1, 2019, nor of the results of operations that may be obtained in the future.

	Years ended June 30,	
	2021	2020
	(in millions)	
Revenues	$5,221.7	$4,723.4
Net earnings	$ 514.9	$ 367.5
Basic earnings per share	$ 4.45	$ 3.21
Diluted earnings per share	$ 4.37	$ 3.14

AdvisorStream

In June 2021, the Company acquired AdvisorStream, a leading provider of digital engagement and marketing solutions for the global wealth and insurance industries. AdvisorStream's advisor marketing platform enables advisors to drive revenue and growth by providing personalized and consistent client communications. AdvisorStream is included in the Company's GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2024 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.0 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $8.0 million.
- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a five-year life and five-year life, respectively.

The following represents the fiscal year 2020 acquisitions:

Fiscal Year 2020 Acquisitions:

BUSINESS COMBINATIONS

Financial information on each transaction is as follows:

	Shadow Financial	Fi360	Clear-Structure	Funds-Library	Other Acquisitions	Total
			(in millions)			
Cash payments, net of cash acquired	$35.6	$116.0	$59.1	$69.9	$17.3	$298.0
Deferred payments, net	3.0	3.5	2.1	—	1.7	10.4
Contingent consideration liability	—	—	7.0	—	—	7.0
Aggregate purchase price	$38.6	$119.5	$68.3	$69.9	$19.1	$315.4
Net tangible assets acquired / (liabilities assumed)	$(0.1)	$ (7.9)	$ 0.2	$(3.1)	$(2.2)	$(13.1)
Goodwill	17.6	84.4	44.2	39.2	13.5	198.9
Intangible assets	21.1	43.1	23.9	33.8	7.8	129.6
Aggregate purchase price	$38.6	$119.5	$68.3	$69.9	$19.1	$315.4

Shadow Financial Systems, Inc. ("Shadow Financial")

In October 2019, the Company acquired Shadow Financial, a provider of multi-asset class post-trade solutions for the capital markets industry. The acquisition builds upon Broadridge's post-trade processing capabilities by adding a market-ready solution for exchanges, inter-dealer brokers and proprietary trading firms. In addition, the acquisition adds capabilities across exchange-traded derivatives and cryptocurrency. Shadow Financial is included in our GTO reportable segment.

- Goodwill is tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $3.0 million.

Fi360, Inc. ("Fi360")

In November 2019, the Company acquired Fi360, a provider of fiduciary and Regulation Best Interest solutions for the wealth and retirement industry, including the accreditation and continuing education for the Accredited Investment Fiduciary® Designation, the leading designation focused on fiduciary responsibility. The acquisition enhances Broadridge's retirement solutions by providing wealth and retirement advisors with fiduciary

tools that complement its Matrix trust and trading platform. The acquisition also further strengthens Broadridge's data and analytics tools and solutions suite that enable asset managers to grow their businesses by providing greater transparency into the retirement market. Fi360 is included in our ICS reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $3.5 million.

ClearStructure Financial Technology, LLC ("ClearStructure")

In November 2019, the Company acquired ClearStructure, a global provider of portfolio management solutions for the private debt markets. ClearStructure's component services enhances Broadridge's existing multi-asset class, front-to-back office asset management technology suite, providing Broadridge clients with a capability to access the public and private markets. ClearStructure is included in our GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2023 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.5 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $4.8 million.
- Goodwill is primarily tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $2.2 million.

FundsLibrary Limited ("FundsLibrary")

In February 2020, the Company acquired FundsLibrary, a provider of fund document and data dissemination in the European market. FundsLibrary's solutions enable fund managers to increase distribution opportunities and help them comply with regulations such as Solvency II and MiFID II. The business was combined with FundAssist Limited ("FundAssist"), Broadridge's existing European funds regulatory communications business. The combination of FundsLibrary's data platform and technology with Broadridge's existing fund calculation, document creation and translation capabilities, creates an end-to-end solution for fund managers and distributors, enabling them to respond to demanding regulatory requirements across multiple jurisdictions. FundsLibrary is included in our ICS reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and three-year life, respectively.

NOTE 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1	Quoted market prices in active markets for identical assets and liabilities.
Level 2	Observable market-based inputs other than quoted prices in active markets for identical assets and liabilities.
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of its Level 1 and Level 2

instruments, as applicable, based on the exchange-traded price of similar or identical instruments where available or based on other observable instruments. These calculations take into consideration the credit risk of both the Company and its counterparties. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

The fair values of the contingent consideration obligations are based on a probability weighted approach derived from the estimates of earn-out criteria and the probability assessment with respect to the likelihood of achieving those criteria. The measurement is based on significant inputs that are not observable in the market, therefore, the Company classifies this liability as Level 3 in the table below.

The following tables set forth the Company's financial assets and liabilities at June 30, 2022 and 2021, respectively, that are recorded at fair value, segregated by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
		(in millions)		
Assets:				
Cash and cash equivalents:				
Money market funds (a)	$ —	$ —	$ —	$ —
Other current assets:				
Securities	0.6	—	—	0.6
Other non-current assets:				
Securities	118.0	—	—	118.0
Derivative asset	—	101.4	—	101.4
Total assets as of June 30, 2022	$118.7	$101.4	$ —	$220.1
Liabilities:				
Contingent consideration obligations	$ —	$ —	$12.9	$ 12.9
Total liabilities as of June 30, 2022	$ —	$ —	$12.9	$ 12.9

	Level 1	Level 2	Level 3	Total
		(in millions)		
Assets:				
Cash and cash equivalents:				
Money market funds (a)	$ —	$—	$ —	$ —
Other current assets:				
Securities	0.7	—	—	0.7
Other non-current assets:				
Securities	120.6	—	—	120.6
Total assets as of June 30, 2021	$121.2	$—	$ —	$121.2
Liabilities:				
Contingent consideration obligations	$ —	$—	$23.2	$ 23.2
Total liabilities as of June 30, 2021	$ —	$—	$23.2	$ 23.2

(a) Money market funds include money market deposit account balances of $0.0 million and less than $0.1 million as of June 30, 2022 and 2021, respectively.

In addition, the Company has non-marketable securities with a carrying amount of $53.4 million as of June 30, 2022 and $37.5 million as of June 30, 2021 that are classified as Level 2 financial assets and included as part of Other non-current assets.

The following table sets forth an analysis of changes during fiscal years 2022 and 2021 in Level 3 financial liabilities of the Company:

	June 30,	
	2022	2021
	(in millions)	
Beginning balance	$ 23.2	$ 33.1
Additional contingent consideration incurred	—	7.3
Net increase (decrease) in contingent consideration liability	1.1	(1.5)
Foreign currency impact	(1.0)	1.8
Payments	(10.4)	(17.5)
Ending balance	$ 12.9	$ 23.2

The Company did not incur any Level 3 fair value asset impairments during fiscal year 2022 or fiscal year 2021. Changes in economic conditions or model based valuation techniques may require the transfer of financial instruments between levels. The Company's policy is to record transfers between levels if any, as of the beginning of the fiscal year.

NOTE 8. LEASES

The Company's leases consist primarily of real estate leases in locations where the Company maintains operations, and are classified as operating leases.

The Company evaluates each lease and service arrangement at inception to determine if the arrangement is, or contains, a lease. A lease exists if the Company obtains substantially all of the economic benefits of and has the right to control the use of an asset for a period of time. The lease term begins on the commencement date, which is the date the Company takes possession of the leased property and also classifies the lease as either operating or finance, and may include options to extend or terminate the lease if exercise of the option to extend or terminate the lease is considered to be reasonably certain. The Company's options to extend or terminate a lease generally do not exceed five years. The lease term is used both to determine lease classification as an operating or finance lease and to calculate straight-line lease expense for operating leases. The weighted average remaining operating lease term as of June 30, 2022 was 8.2 years.

ROU assets represent the Company's right to use an underlying asset for the lease term while lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at commencement date based on the present value of fixed lease payments over the lease term. ROU assets also include prepaid lease payments and exclude lease incentives received. Certain leases require the Company to pay taxes, insurance, maintenance, and/or other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the lease liability to the extent they are variable in nature (e.g. based on actual costs incurred). These variable lease costs are recognized as a variable lease expense when incurred. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate to measure the lease liability and the associated ROU asset at commencement date. The incremental borrowing rate was determined based on the rate of interest that the Company would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term. The Company uses the unsecured borrowing rate and risk-adjusts that rate to approximate a collateralized rate. The weighted average discount rate used in measurement of the Company's operating lease liabilities as of June 30, 2022 was 2.8%.

Supplemental Balance Sheet Information

	June 30,	
	2022	2021
	(in millions)	
Assets:		
Operating lease ROU assets (a)	$222.8	$262.0
Liabilities:		
Operating lease liabilities (a) - Current	$ 45.4	$ 40.2
Operating lease liabilities (a) - Non-current	227.8	263.1
Total Operating lease liabilities	$273.2	$303.3

(a) Operating lease assets are included within Other non-current assets, and operating lease liabilities are included within Payables and accrued expenses (current portion) and Other non-current liabilities (non-current portion) in the Company's Consolidated Balance Sheets as of June 30, 2022 and 2021, respectively.

Components of Lease Cost (a)

	Years ended June 30,	
	2022	2021
	(in millions)	
Operating lease cost	$59.8	$53.4
Variable lease cost	$29.5	$25.8

(a) Lease cost is included within Cost of revenues and Selling, general and administrative expenses, dependent upon the nature and use of the ROU asset, in the Company's Consolidated Statements of Earnings.

Supplemental Cash Flow Information

	Years ended June 30,	
	2022	2021
	(in millions)	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash outflows from operating leases	$36.7	$33.6
ROU assets obtained in exchange for operating lease liabilities	$16.7	$24.4

Maturity of Lease Liabilities under ASC 842 (Leases)

Future rental payments on leases with initial non-cancellable lease terms in excess of one year were due as follows at June 30, 2022:

Years Ending June 30,	Operating Leases (in millions)
2023	$ 48.2
2024	43.2
2025	37.5
2026	33.1
2027	31.0
Thereafter	116.0
Total lease payments	309.0
Less: Discount Amount	35.8
Present value of operating lease liabilities	$273.2

NOTE 9. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment at cost and Accumulated depreciation at June 30, 2022 and 2021 are as follows:

	June 30,	
	2022	2021
	(in millions)	
Property, plant and equipment:		
Land and buildings	$ 2.5	$ 2.7
Equipment	326.7	310.4
Furniture, leaseholds and other	189.7	196.8
	518.9	509.9
Less: Accumulated depreciation	(368.0)	(332.7)
Property, plant and equipment, net	$ 150.9	$ 177.2

In fiscal years 2022 and 2021, Property, plant and equipment and Accumulated depreciation were each reduced by $7.6 million and $15.6 million, respectively, for asset retirements related to fully depreciated property, plant and equipment no longer in use.

Depreciation expense for Property, plant and equipment for the years ended June 30, 2022, 2021 and 2020 was as follows:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Depreciation expense for Property, plant and equipment	$43.3	$38.8	$50.6

NOTE 10. GOODWILL AND INTANGIBLE ASSETS, NET

Changes in Goodwill for the fiscal years ended June 30, 2022 and 2021 are as follows:

	Investor Communication Solutions	Global Technology and Operations	Total
		(in millions)	
Goodwill, gross, at June 30, 2020	$1,039.5	$ 635.0	$1,674.5
Additions	—	1,958.2	1,958.2
Foreign currency translation and other	16.5	71.2	87.7
Fair value adjustments (a)	0.2	(0.5)	(0.4)
Accumulated impairment losses	—	—	—
Goodwill, net, at June 30, 2021	$1,056.1	$2,664.0	$3,720.1
Goodwill, gross, at June 30, 2021	$1,056.1	$2,664.0	$3,720.1
Additions	—	10.1	10.1
Foreign currency translation and other	(12.4)	(230.7)	(243.1)
Fair value adjustments (a)	—	(2.3)	(2.3)
Accumulated impairment losses	—	—	—
Goodwill, net, at June 30, 2022	$1,043.7	$2,441.2	$3,484.9

(a) Fair value adjustments includes adjustments to goodwill as part of finalization of the purchase price allocations.

Additions for the fiscal year ended June 30, 2021 relates to the acquisitions of Itiviti and AdvisorStream.

During fiscal years 2022, 2021 and 2020, the Company performed the required impairment tests of Goodwill and determined that there was no impairment. The Company also performs a sensitivity analysis under

Step 1 of the goodwill impairment test assuming hypothetical reductions in the fair values of the reporting units. A 10% change in our estimates of projected future operating cash flows, discount rates, or terminal value growth rates, which are the most significant estimates used in our calculations of the fair values of the reporting units, would not result in an impairment of our goodwill.

Intangible assets at cost and accumulated amortization at June 30, 2022 and 2021 are as follows:

	June 30,					
	2022			2021		
	Original Cost	Accumulated Amortization	Intangible Assets, net	Original Cost	Accumulated Amortization	Intangible Assets, net
	(in millions)					
Software licenses	$ 199.2	$ (153.3)	$ 45.9	$ 179.3	$(129.1)	$ 50.2
Acquired software technology	397.6	(211.3)	186.3	427.3	(149.6)	277.7
Customer contracts and lists	1,273.0	(519.0)	754.0	1,375.7	(373.1)	1,002.6
Acquired intellectual property	136.6	(131.9)	4.7	136.6	(118.0)	18.7
Other intangibles	154.3	(68.1)	86.2	117.9	(42.1)	75.8
	$2,160.7	$(1,083.6)	$1,077.1	$2,236.8	$(811.8)	$1,425.0

Other intangibles consist primarily of capitalized internal use software. All of the intangible assets have finite lives and as such, are subject to amortization.

The weighted-average remaining useful life of the intangible assets is as follows:

	Weighted-Average Remaining Useful Life (Years)
Acquired software technology	3.5
Software licenses	1.9
Customer contracts and lists	5.2
Acquired intellectual property	0.9
Other intangibles	2.2
Total weighted-average remaining useful life	4.5

Amortization of intangibles for the years ended June 30, 2022, 2021 and 2020 was as follows:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Amortization expense for intangible assets	$289.3	$182.3	$146.1

Estimated remaining amortization expenses of the Company's existing intangible assets for the next five fiscal years and thereafter are as follows:

Years Ending June 30,	(in millions)
2023	$ 266.0
2024	238.9
2025	210.1
2026	187.3
2027	102.1
Thereafter	72.6

NOTE 11. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
ROU assets (a)	$222.8	$262.0
Long-term investments	221.6	194.0
Contract assets (b)	118.5	89.8
Deferred sales commissions costs	114.2	108.6
Long-term broker fees	45.1	48.7
Deferred data center costs (c)	19.0	24.3
Other	154.1	35.0
Total	$895.3	$762.5

(a) ROU assets represent the Company's right to use an underlying asset for the lease term. Please refer to Note 8, "Leases" for a further discussion.

(b) Contract assets result from revenue already recognized but not yet invoiced, including certain future amounts to be collected under software term licenses and certain other client contracts.

(c) Represents deferred data center costs associated with the Company's information technology services agreements. Please refer to Note 18, "Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements" for a further discussion.

The total amount of deferred client conversion and start-up costs and deferred sales commission costs amortized in Operating expenses for the fiscal year ended June 30, 2022 and 2021 was $99.0 million and $82.0 million, respectively.

NOTE 12. PAYABLES AND ACCRUED EXPENSES

Payables and accrued expenses consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Accounts payable	$ 244.9	$ 248.9
Employee compensation and benefits	348.1	343.7
Accrued broker fees	154.1	136.0
Accrued dividend payable	75.0	66.8
Business process outsourcing administration fees	65.5	66.1
Customer deposits	58.7	55.5
Operating lease liabilities	45.4	40.2
Accrued taxes	40.9	42.6
Other	82.2	102.9
Total	$1,114.9	$1,102.7

NOTE 13. BORROWINGS

Outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Expiration Date	Principal amount outstanding at June 30, 2022	Carrying value at June 30, 2022	Carrying value at June 30, 2021	Unused Available Capacity	Fair Value at June 30, 2022
			(in millions)			
Long-term debt						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 25.0	$ 25.0	$ 20.0	$1,075.0	$ 25.0
Multicurrency tranche	April 2026	—	—	94.4	400.0	—
Total Revolving Credit Facility		$ 25.0	$ 25.0	$ 114.4	$1,475.0	$ 25.0
Fiscal 2021 Term Loans	May 2024	$1,540.0	$1,535.8	$1,543.4	$ —	$1,540.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 497.4	$ 496.7	$ —	$ 484.3
Fiscal 2020 Senior Notes	December 2029	750.0	743.4	742.5	—	658.0
Fiscal 2021 Senior Notes	May 2031	1,000.0	991.5	990.6	—	837.5
Total Senior Notes		$2,250.0	$2,232.3	$2,229.8	$ —	$1,979.8
Total debt		$3,815.0	$3,793.0	$3,887.6	$1,475.0	$3,544.8

Future principal payments on the Company's outstanding debt are as follows (in millions):

	2023	2024	2025	2026	2027	Thereafter	Total
Years ending June 30,	$—	$1,540.0	$—	$525.0	$—	$1,750.0	$3,815.0

Fiscal 2021 Revolving Credit Facility: In April 2021, the Company entered into an amended and restated $1.5 billion five-year revolving credit facility, as further amended on December 23, 2021, (the "Fiscal 2021 Revolving Credit Facility"), which replaced the $1.5 billion five-year revolving credit facility entered into during March 2019 (the "Fiscal 2019 Revolving Credit Facility") (together the "Revolving Credit Facilities"). The Fiscal 2021 Revolving Credit Facility is comprised of a $1.1 billion U.S. dollar tranche and a $400.0 million multicurrency tranche.

The weighted-average interest rate on the Revolving Credit Facilities was 1.30%, 1.20% and 2.59% for the fiscal years ended June 30, 2022, 2021 and 2020, respectively. The fair value of the variable-rate Fiscal 2021 Revolving Credit Facility borrowings at June 30, 2022 approximates carrying value and has been classified as a Level 2 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Under the Fiscal 2021 Revolving Credit Facility, revolving loans denominated in U.S. Dollars, Canadian Dollars, Euro, Yen, and Swedish Kronor initially bear interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) and revolving loans denominated in Sterling initially bear interest at SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings). The Fiscal 2021 Revolving Credit Facility also has an annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings). The Company may voluntarily prepay, in whole or in part and without premium or penalty, borrowings under the Fiscal 2021 Revolving Credit Facility in accordance with individual drawn loan maturities. The Fiscal 2021 Revolving Credit Facility is subject to certain covenants, including a leverage ratio. At June 30, 2022, the Company is in compliance with all covenants of the Fiscal 2021 Revolving Credit Facility.

Fiscal 2021 Term Loans: In March 2021, the Company entered into a term credit agreement, as amended on December 23, 2021, ("Term Credit Agreement") providing for term loan commitments in an aggregate principal amount of $2.55 billion, comprised of a $1.0 billion tranche ("Tranche 1") and a $1.55 billion tranche

("Tranche 2," together with Tranche 1, the "Fiscal 2021 Term Loans"). The Company borrowed the Fiscal 2021 Term Loans in May 2021 in order to finance the Itiviti acquisition. Once borrowed, amounts repaid or prepaid in respect of such Fiscal 2021 Term Loans may not be reborrowed. The Tranche 1 Loans was to mature on the date that is 18 months after the date on which the Fiscal 2021 Term Loans are borrowed (the "Funding Date"), but was repaid in full in May 2021 with proceeds from the Fiscal 2021 Senior Notes (as discussed further below). The Tranche 2 Loan will mature in May 2024 on the third anniversary of the Funding Date. The proceeds of the Fiscal 2021 Term Loans were used by the Company to solely finance the acquisition of Itiviti and pay certain fees and expenses in connection therewith. The Tranche 2 Loan bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings).

The Company may voluntarily prepay, in whole or in part and without premium or penalty. In the event of receipt of cash proceeds by the Company or its subsidiaries from certain incurrences of indebtedness, certain equity issuances, and certain sales, transfers or other dispositions of assets, the Company will be required to prepay outstanding Loans, subject to certain limitations and qualifications as set forth in the Term Credit Agreement. The Term Credit Agreement is subject to certain covenants, including a leverage ratio. At June 30, 2022, the Company is in compliance with all covenants of the Fiscal 2021 Term Loans.

Fiscal 2016 Senior Notes: In June 2016, the Company completed an offering of $500.0 million in aggregate principal amount of senior notes (the "Fiscal 2016 Senior Notes"). The Fiscal 2016 Senior Notes will mature on June 27, 2026 and bear interest at a rate of 3.40% per annum. Interest on the Fiscal 2016 Senior Notes is payable semi-annually in arrears on June 27 and December 27 of each year. The Fiscal 2016 Senior Notes were issued at a price of 99.589% (effective yield to maturity of 3.449%). The indenture governing the Fiscal 2016 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2016 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2016 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2016 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2016 Senior Notes at June 30, 2022 and June 30, 2021 was $484.3 million and $549.0 million, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Fiscal 2020 Senior Notes: In December 2019, the Company completed an offering of $750.0 million in aggregate principal amount of senior notes (the "Fiscal 2020 Senior Notes"). The Fiscal 2020 Senior Notes will mature on December 1, 2029 and bear interest at a rate of 2.90% per annum. Interest on the Fiscal 2020 Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year. The Fiscal 2020 Senior Notes were issued at a price of 99.717% (effective yield to maturity of 2.933%). The indenture governing the Fiscal 2020 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2020 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2020 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2020 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2020 Senior Notes at June 30, 2022 and June 30, 2021 was $658.0 million and $791.3 million, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Fiscal 2021 Senior Notes: In May 2021, the Company completed an offering of $1.0 billion in aggregate principal amount of senior notes (the "Fiscal 2021 Senior Notes"). The Fiscal 2021 Senior Notes will mature on May 1, 2031 and bear interest at a rate of 2.60% per annum. Interest on the Fiscal 2021 Senior Notes is payable semi-annually in arrears on May 1 and November 1 of each year. The Fiscal 2021 Senior Notes were issued at a price of 99.957% (effective yield to maturity of 2.605%). The indenture governing the Fiscal 2021 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our

assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2021 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2021 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2021 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2021 Senior Notes at June 30, 2022 and June 30, 2021 was $837.5 million and $1.02 billion, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

The Fiscal 2021 Revolving Credit Facility, Fiscal 2021 Term Loans, Fiscal 2016 Senior Notes, Fiscal 2020 Senior Notes and Fiscal 2021 Senior Notes are senior unsecured obligations of the Company and are ranked equally in right of payment.

In addition, certain of the Company's subsidiaries established unsecured, uncommitted lines of credit with banks. As of June 30, 2022 and 2021, respectively, there were no outstanding borrowings under these lines of credit.

NOTE 14. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Operating lease liabilities	$227.8	$263.1
Post-employment retirement obligations	157.8	162.8
Non-current income taxes	45.9	48.2
Acquisition related contingencies	15.6	15.1
Other	34.4	48.0
Total	$481.5	$537.2

NOTE 15. STOCK-BASED COMPENSATION

Incentive Equity Awards. The Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan (the "2007 Plan") and 2018 Omnibus Award Plan (the "2018 Plan") provide for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock awards, stock bonuses and performance compensation awards to employees, non-employee directors, and other key individuals who perform services for the Company. The 2018 Plan was approved by shareholders in November 2018 and replaced the 2007 Plan. The accounting for stock-based compensation requires the measurement of stock-based compensation expense to be recognized in the Consolidated Statements of Earnings based on the fair value of the award on the date of grant. In accordance with the 2007 Plan and 2018 Plan, the Company's stock-based compensation consists of the following:

Stock Options: Stock options are granted to employees at exercise prices equal to the fair market value of the Company's common stock on the dates of grant. Stock options are generally issued under a graded vesting schedule, meaning that they vest ratably over four years, and have a term of 10 years. A portion of the stock options granted in fiscal year 2018 have a cliff vesting schedule meaning that they fully vest in four years from the grant date and have a term of 10 years. Compensation expense for stock options under a graded vesting schedule is recognized over the requisite service period for each separately vesting portion of the stock option award. Compensation expense for stock options under a cliff vesting schedule is recognized equally over the vesting period of four years with 25 percent of the cost recognized over each 12 months period net of estimated forfeitures.

Time-based Restricted Stock Units: The Company has a time-based restricted stock unit ("RSU") program under which RSUs representing the right to receive one share of the Company's common stock for each vested RSU granted. Time-based RSUs typically vest two and one-half years from the date of grant. The Company records stock compensation expense for time-based RSUs net of estimated forfeitures on a straight-line basis over the vesting period.

Performance-based Restricted Stock Units: The Company has a performance-based RSU program under which RSUs representing the right to receive one share of the Company's common stock for each vested RSU

granted. RSUs vest upon the achievement by the Company of specific performance metrics. The Company records stock compensation expense for performance-based RSUs net of estimated forfeitures on a straight-line basis over the performance period, plus a subsequent vesting period, which typically totals approximately two and one-half years from the date of grant.

The activity related to the Company's incentive equity awards for the fiscal years ended June 30, 2022, 2021 and 2020 consisted of the following:

	Stock Options		Time-based RSUs		Performance-based RSUs	
	Number of Options	Weighted Average Exercise Price	Number of Shares	Weighted Average Grant-Date Fair Value	Number of Shares	Weighted Average Grant-Date Fair Value
Balances at June 30, 2019	4,201,614	$ 63.85	819,299	$ 92.15	325,777	$ 97.43
Granted	501,192	117.43	340,006	118.74	110,260	120.09
Exercised (a)	(905,231)	46.47	—	—	—	—
Vesting of RSUs (b)	—	—	(408,716)	78.76	(176,900)	77.19
Expired/forfeited	(26,788)	88.01	(50,591)	113.07	(7,541)	80.24
Balances at June 30, 2020	3,770,787	$ 74.97	699,998	$111.37	251,596	$122.11
Granted	359,464	147.97	382,340	132.21	141,838	126.96
Exercised (a)	(756,915)	46.26	—	—	—	—
Vesting of RSUs (b)	—	—	(272,131)	122.92	(122,146)	119.15
Expired/forfeited	(169,654)	105.40	(48,870)	121.32	(23,708)	122.76
Balances at June 30, 2021	3,203,682	$ 88.33	761,337	$117.07	247,580	$126.29
Granted	436,913	146.26	396,667	159.57	103,084	157.88
Exercised (a)	(850,514)	70.94	—	—	—	—
Vesting of RSUs (b)	—	—	(318,693)	117.62	(91,246)	119.65
Expired/forfeited	(83,396)	114.58	(88,459)	145.53	(49,137)	109.45
Balances at June 30, 2022 (c)	2,706,685	$102.34	750,852	$135.94	210,281	$148.59

(a) Stock options exercised during the fiscal years ended June 30, 2022, 2021 and 2020 had intrinsic values of $79.6 million, $70.8 million and $68.9 million, respectively.

(b) Time-based RSUs that vested during the fiscal years ended June 30, 2022, 2021 and 2020 had a total fair value of $50.5 million, $42.1 million and $38.4 million, respectively. Performance-based RSUs that vested during the fiscal years ended June 30, 2022, 2021 and 2020 had a total fair value of $14.3 million, $18.7 million and $16.5 million, respectively.

(c) As of June 30, 2022, the Company's outstanding stock options using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $112.2 million. As of June 30, 2022, the Company's outstanding "in the money" vested stock options using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $102.9 million. As of June 30, 2022, time-based RSUs and performance-based RSUs expected to vest using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $101.8 million and $28.2 million, respectively. Performance-based RSUs granted in the table above represent initial target awards, and performance adjustments for (i) change in shares issued based upon attainment of performance goals determined in the period, and (ii) estimated change in shares issued resulting from attainment of performance goals to be determined at the end of the prospective performance period.

The tables below summarize information regarding the Company's outstanding and exercisable stock options as of June 30, 2022:

	Outstanding Options			
Range of Exercise Prices	Options Outstanding	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value (in millions) (a)
$0.01 to $35.00	8,060	0.62	$ 22.27	
$35.01 to $50.00	160,285	1.71	$ 38.33	
$50.01 to $65.00	347,382	3.18	$ 52.86	
$65.01 to $80.00	147,362	4.55	$ 67.32	
$80.01 to $95.00	577,190	5.43	$ 93.64	
$95.01 to $110.00	328,667	6.56	$ 98.81	
$110.01 to $125.00	384,197	7.58	$117.44	
$125.01 to $173.00	753,542	9.18	$147.00	
	2,706,685	6.35	$102.34	$112.2

	Exercisable Options			
Range of Exercise Prices	Options Exercisable	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value (in millions) (a)
$0.01 to $35.00	8,060	0.62	$ 22.27	
$35.01 to $50.00	160,285	1.71	$ 38.33	
$50.01 to $65.00	347,382	3.18	$ 52.86	
$65.01 to $80.00	147,362	4.55	$ 67.32	
$80.01 to $95.00	577,190	5.43	$ 93.64	
$95.01 to $110.00	227,345	6.55	$ 99.03	
$110.01 to $125.00	196,079	7.57	$117.54	
$125.01 to $173.00	118,286	8.71	$152.45	
	1,781,989	5.16	$ 85.44	$102.9

(a) Calculated using the closing stock price on the last trading day of fiscal year 2022 of $142.55, less the option exercise price, multiplied by the number of instruments.

Stock-based compensation expense of $68.4 million, $58.6 million, and $60.8 million was recognized in the Consolidated Statements of Earnings for the fiscal years ended June 30, 2022, 2021 and 2020, respectively, as well as related tax benefits of $15.7 million, $13.0 million, and $13.5 million, respectively.

As of June 30, 2022, the total remaining unrecognized compensation cost related to non-vested stock options and RSU awards amounted to $14.4 million and $59.6 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 2.0 years and 1.5 years, respectively.

In April 2013, the Company began reissuing treasury stock to satisfy stock option exercises and issuances under the Company's RSU awards. From time to time, the Company may repurchase shares of its common stock under its authorized share repurchase programs. The Company did not repurchase shares in fiscal years 2022 or 2021 under our share repurchase program, which excludes shares withheld by the Company to cover payroll taxes on the vesting of RSU awards, which are also accounted for as treasury stock. The Company considers several factors in determining when to execute share repurchases, including, among other things, actual and potential acquisition activity, cash balances and cash flows, issuances due to employee benefit plan activity, and market conditions.

The following table presents the assumptions used to determine the fair values of the stock option grants using the Binomial options pricing model during the fiscal years ended June 30, 2022, 2021 and 2020:

	Years ended June 30,		
	2022	2021	2020
Graded Vesting			
Risk-free interest rate	1.9%	0.6%	1.5%
Dividend yield	1.8%	1.6%	1.8%
Weighted-average volatility factor	27.8%	27.0%	23.0%
Weighted-average expected life (in years)	5.6	5.7	5.7
Weighted-average fair value (in dollars)	$33.29	$30.98	$21.49

NOTE 16. EMPLOYEE BENEFIT PLANS

A. Defined Contribution Savings Plans. The Company sponsors a 401(k) savings plan covering eligible U.S. employees of the Company. This plan provides a base contribution plus Company matching contributions on a portion of employee contributions.

An Executive Retirement and Savings Plan (the "ERSP") was adopted effective January 1, 2015 for those executives who are not participants in the Broadridge SORP or Broadridge SERP (defined below). The ERSP is a defined contribution plan that allows eligible full-time U.S. employees to defer compensation until a later date and the Company will match a portion of the deferred compensation above the qualified defined contribution compensation and deferral limitations.

The costs recorded by the Company for these plans were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
401(k) savings plan	$47.5	$39.0	$42.6
ERSP	3.6	2.7	2.5
Total	$51.1	$41.6	$45.1

B. Defined Benefit Pension Plans. The Company sponsors a Supplemental Officer Retirement Plan (the "SORP"). The SORP is a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key officers upon retirement based upon the officers' years of service and compensation. The SORP was closed to new participants beginning in fiscal year 2015. The Company also sponsors a Supplemental Executive Retirement Plan (the "SERP"). The SERP is also a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key executives upon retirement based upon the executives' years of service and compensation. The SERP was closed to new participants beginning in fiscal year 2015.

The SORP and SERP are effectively funded with assets held in a Rabbi Trust. The assets invested in the Rabbi Trust are to be used in part to fund benefit payments to participants under the terms of the plans. The Rabbi Trust is irrevocable and no portion of the trust funds may be used for any purpose other than the delivery of those assets to the participants, except that assets held in the Rabbi Trust would be subject to the claims of the Company's general creditors in the event of bankruptcy or insolvency of the Company. The SORP and SERP are nonqualified plans for federal tax purposes and for purposes of Title I of ERISA. The Rabbi Trust assets had a value of $55.6 million at June 30, 2022 and $62.6 million at June 30, 2021 and are included in Other non-current assets in the accompanying Consolidated Balance Sheets.

The amounts charged to expense by the Company for these plans were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
SORP	$5.7	$5.6	$4.8
SERP	0.5	0.5	0.4
Total	$6.2	$6.1	$5.2

The benefit obligation to the Company under these plans at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
SORP	$51.6	$59.5	$53.8
SERP	5.4	6.4	6.0
Total	$57.0	$65.9	$59.8

C. Other Post-retirement Benefit Plan. The Company sponsors an Executive Retiree Health Insurance Plan. It is a post-retirement benefit plan pursuant to which the Company helps defray the health care costs of certain eligible key executive retirees and qualifying dependents, based upon the retirees' age and years of service, until they reach the age of 65. The plan is currently unfunded.

The amounts charged to expense by the Company for this plan were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Executive Retiree Health Insurance Plan	$0.1	$0.3	$0.5

The benefit obligation to the Company under this plan at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Executive Retiree Health Insurance Plan	$4.0	$3.7	$4.5

D. Other Post-employment Benefit Obligations. The Company sponsors certain non-U.S. benefits-related plans covering certain eligible international employees who are eligible under the terms of their employment in their respective countries. These plans are generally unfunded.

The amounts charged to expense by the Company for these plans were in fiscal years 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Other Non-U.S. Benefits-Related Plans	$2.0	$1.8	$1.0

The benefit obligation to the Company under these plans at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Other Non-U.S. Benefits-Related Plans	$9.8	$9.1	$6.4

NOTE 17. INCOME TAXES

Earnings before income taxes shown below are based on the geographic location to which such earnings are attributable.

	Years Ended June 30,		
	2022	2021	2020
		(in millions)	
Earnings before income taxes:			
U.S.	$609.9	$604.4	$492.4
Foreign	62.3	91.8	87.2
Total	$672.2	$696.2	$579.5

The Provision for income taxes consists of the following components:

	Years Ended June 30,		
	2022	2021	2020
		(in millions)	
Current:			
U.S. Domestic	$ 25.4	$ 51.2	$ 46.7
Foreign	45.4	34.9	33.1
State	11.7	10.5	8.3
Total current	82.4	96.7	88.1
Deferred:			
U.S. Domestic	65.8	55.3	33.1
Foreign	(31.7)	(9.5)	(10.7)
State	16.6	6.2	6.5
Total deferred	50.7	52.0	29.0
Total Provision for income taxes	$133.1	$148.7	$117.0

	Years Ended June 30,					
	2022	%	2021	%	2020	%
			(in millions)			
Provision for income taxes at U.S. statutory rate	$141.2	21.0	$146.2	21.0	$121.7	21.0
Increase (decrease) in Provision for income taxes from:						
State taxes, net of federal tax	23.9	3.6	15.2	2.2	11.3	1.9
Foreign tax differential	(1.5)	(0.2)	4.8	0.7	3.2	0.6
Valuation allowances	0.3	—	1.0	0.1	2.4	0.4
Stock-based compensation - excess tax benefits ("ETB")	(18.1)	(2.7)	(16.9)	(2.4)	(15.6)	(2.7)
Tax Credits and Foreign-Derived Intangible Income Deduction ("FDII")	(16.6)	(2.5)	(8.8)	(1.3)	(9.2)	(1.6)
Other	3.9	0.6	7.2	1.0	3.3	0.6
Total Provision for income taxes	$133.1	19.8	$148.7	21.4	$117.0	20.2

The Provision for income taxes and effective tax rates for the fiscal year ended June 30, 2022 were $133.1 million and 19.8%, compared to $148.7 million and 21.4%, for the fiscal year ended June 30, 2021, respectively. The decrease in the effective tax rate for the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021 was primarily driven by higher total discrete benefits, in addition to higher ETB of $18.1 million for the fiscal year ended June 30, 2022 compared to $16.9 million for the fiscal year ended June 30, 2021.

The Provision for income taxes and effective tax rates for the fiscal year ended June 30, 2021 were $148.7 million and 21.4%, compared to $117.0 million and 20.2%, for the fiscal year ended June 30, 2020, respectively. The increase in the effective tax rate for the fiscal year ended June 30, 2021 compared to the fiscal year ended June 30, 2020 was primarily driven by lower discrete benefits, partially offset by higher ETB of $16.9 million for the fiscal year ended June 30, 2021 compared to $15.6 million for the fiscal year ended June 30, 2020.

As of June 30, 2022, the Company had approximately $735.7 million of accumulated earnings and profits attributable to foreign subsidiaries. The Company considers $460.2 million of accumulated earnings attributable to foreign subsidiaries to be permanently reinvested outside the U.S. and has not determined the cost to repatriate such earnings since it is not practicable to calculate the amount of income taxes payable in the event all such foreign earnings are repatriated. The Company does not consider the remaining $275.4 million of accumulated earnings to be permanently reinvested outside the U.S. The Company has accrued approximately $14.7 million of foreign income and withholding taxes, state income taxes, and tax on exchange gain attributable to such earnings.

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. Significant components of the Company's deferred tax assets and liabilities at June 30, 2022 and 2021 were as follows:

	June 30,	
	2022	2021
	(in millions)	
Classification:		
Long-term deferred tax assets (included in Other non-current assets)	$ 9.8	$ 5.9
Long-term deferred tax liabilities	(446.1)	(400.7)
Net deferred tax liabilities	$(436.3)	$(394.8)
Components:		
Deferred tax assets:		
Accrued expenses not currently deductible	$ 8.7	$ 8.2
Compensation and benefits not currently deductible	68.0	64.7
Net operating and capital losses	29.8	33.6
Tax credits	13.1	11.2
Other	27.6	15.8
Total deferred tax assets	147.1	133.4
Less: Valuation allowances	(10.7)	(10.5)
Deferred tax assets, net	136.5	123.0
Deferred tax liabilities:		
Goodwill and identifiable intangibles	248.0	319.1
Depreciation	21.5	29.0
Net deferred expenses	249.5	142.5
Unremitted earnings	14.7	16.3
Cross Currency Swap and Treasury-Locks	22.4	—
Other	16.7	10.9
Deferred tax liabilities	572.8	517.8
Net deferred tax liabilities	$(436.3)	$(394.8)

The Company has estimated foreign net operating loss carryforwards of approximately $59.5 million as of June 30, 2022 of which $8.8 million are subject to expiration in the June 30, 2023 through June 30, 2042 period, and of which $50.7 million has an indefinite utilization period. In addition, the Company has estimated U.S. federal net operating loss carryforwards of approximately $41.3 million of which $20.4 million are subject to expiration in the June 30, 2023 through June 30, 2037 period with the balance of $20.9 million having an indefinite utilization period.

Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets of certain subsidiaries to offset future taxable earnings. The Company has recorded valuation allowances of $10.7 million and $10.5 million at June 30, 2022 and 2021, respectively. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected

future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income require significant judgment and are consistent with the plans and estimates used to manage the underlying businesses.

In the next twelve months, the Company does not expect a material change to its net reserve balance for unrecognized tax benefits.

The following table summarizes the activity related to the Company's gross unrecognized tax positions:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(in millions)		
Beginning balance	$50.7	$37.1	$40.2
Gross increase related to prior period tax positions	8.3	12.2	0.5
Gross increase related to current period tax positions	8.3	4.3	5.9
Gross decrease related to prior period tax positions	(9.7)	(2.9)	(9.5)
Ending balance	$57.6	$50.7	$37.1

As of June 30, 2022, 2021 and 2020, the net reserve for unrecognized tax positions recorded by the Company that is included in the preceding table of gross unrecognized tax positions was $51.6 million, $47.5 million, and $33.8 million, respectively, and if reversed in full, would favorably affect the effective tax rate by these amounts, respectively.

The $9.7 million, $2.9 million, and $9.5 million gross decreases in fiscal years 2022, 2021 and 2020, respectively, for prior period tax positions related to certain tax audit settlements and certain state, federal and foreign statute of limitation expirations.

During the fiscal year ended June 30, 2022, the Company adjusted accrued interest by $0.2 million and recognized a total liability for interest on unrecognized tax positions of $3.8 million; in the fiscal year ended June 30, 2021, the Company adjusted accrued interest by less than $0.1 million and recognized a total liability for interest on unrecognized tax positions of $3.6 million; in the fiscal year ended June 30, 2020, the Company adjusted accrued interest by less than $0.1 million and recognized a total liability for interest on unrecognized tax positions of $3.6 million.

The Company is regularly subject to examination of its income tax returns by U.S. Federal, state and foreign income tax authorities. The tax years that are currently open and could be subject to income tax audits for U.S. federal and most state and local jurisdictions are fiscal years ending June 30, 2019 through June 30, 2022, and for Canadian operations that could be subject to audit in Canada, fiscal years ending June 30, 2015 through June 30, 2022. A change in the assessment of the outcomes of such matters could materially impact our Consolidated Financial Statements.

NOTE 18. CONTRACTUAL COMMITMENTS, CONTINGENCIES, AND OFF-BALANCE SHEET ARRANGEMENTS

Data Center Agreements

In March 2010, the Company and IBM entered into an Information Technology Services Agreement (the "IT Services Agreement"), under which IBM provided certain aspects of the Company's information technology infrastructure. Under the IT Services Agreement, IBM provided a broad range of technology services to the Company including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The migration of data center processing to IBM was completed in August 2012. The IT Services Agreement would have expired on June 30, 2022, but a two-year extension was signed in March 2015, amending the expiration date to June 30, 2024. In December 2019, the Company and IBM amended and restated the IT Services Agreement (the "Amended IT Services Agreement"), which now expires on June 30, 2027. The Company has the option of incorporating additional services into the Amended IT Services Agreement over time. The Company may renew the term of the Amended IT Services Agreement for up to one additional 12-month period. On July 28, 2021, the Company entered into a novation agreement with IBM (the "U.S. Novation Agreement") pursuant to which IBM novated the Amended IT Services Agreement to Kyndryl, Inc., an

entity formed in connection with IBM's spin-off of its managed infrastructure services business ("Kyndryl"), effective September 1, 2021. Fixed minimum commitments remaining under the Amended IT Services Agreement at June 30, 2022 are $145.8 million through fiscal year 2027, the final year of the Amended IT Services Agreement.

In December 2019, the Company and IBM entered into an information technology agreement for private cloud services (the "Private Cloud Agreement") under which IBM will operate, manage and support the Company's private cloud global distributed platforms and products, and operate and manage certain Company networks. The Private Cloud Agreement has an initial term of approximately 10 years and three months, expiring on March 31, 2030. As a result of the Private Cloud Agreement, the Company transferred certain of its employees in April 2020 to IBM and its affiliates, and such transferred employees are expected to continue providing services to the Company on behalf of IBM under the Private Cloud Agreement. Pursuant to the Private Cloud Agreement, the Company agreed to transfer the ownership of certain Company-owned hardware (the "Hardware") located at Company facilities worldwide to IBM. The transfer of the Hardware and Maintenance Contracts to IBM closed on September 30, 2020 for a selling price of $18.0 million. On July 28, 2021, IBM novated the Private Cloud Agreement to Kyndryl, effective September 1, 2021, pursuant to the U.S. Novation Agreement. Fixed minimum commitments remaining under the Private Cloud Agreement at June 30, 2022 are $175.2 million through March 31, 2030, the final year of the contract.

In March 2014, the Company and IBM United Kingdom Limited ("IBM UK") entered into an Information Technology Services Agreement (the "EU IT Services Agreement"), under which IBM UK provides data center services supporting the Company's technology outsourcing services for certain clients in Europe and Asia. The EU IT Services Agreement would have expired in October 2023. In December 2019, the Company amended the existing EU IT Services Agreement whereby the Company will migrate from the existing dedicated on-premises solution to a managed Broadridge private cloud environment provided by IBM, as well as extended the term of the EU IT Services Agreement to June 2029 (the "Amended EU IT Services Agreement"). The Company has the right to renew the term of the Amended EU IT Services Agreement for up to one additional 12-month period or one additional 24-month period. On August 19, 2021, the Company entered into a novation agreement with IBM UK pursuant to which IBM UK novated the EU IT Services Agreement to Kyndryl UK Limited, effective September 1, 2021. Fixed minimum commitments remaining under the Amended EU IT Services Agreement at June 30, 2022 are $26.0 million through fiscal year 2029, the final year of the contract.

The total annual expenses related to these Kyndryl agreements and certain other data center arrangements was $198.3 million, $176.7 million, and $118.7 million, for the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

The following table summarizes the capitalized costs related to data center agreements as of June 30, 2022:

	Amended IT Services Agreement	Amended EU IT Services Agreement	Total
		(in millions)	
Capitalized costs, beginning balance	$ 62.8	$ 9.0	$ 71.8
Capitalized costs incurred	0.3	—	0.3
Impact of foreign currency exchange	—	(1.4)	(1.4)
Total capitalized costs, ending balance	63.0	7.6	70.7
Total accumulated amortization	(46.6)	(5.4)	(52.0)
Net Deferred Kyndryl Costs	$ 16.4	$ 2.3	$ 18.7

Cloud Services Resale Agreement

On December 31, 2021, the Company and Presidio Networked Solutions LLC ("Presidio"), a reseller of services of Amazon Web Services, Inc. and its affiliates (collectively, "AWS"), entered into an Order Form and AWS Private Pricing Addendum, dated December 31, 2021 (the "Order Form"), to the Cloud Services Resale Agreement, dated December 15, 2017, as amended (together with the Order Form, the "AWS Cloud Agreement"), whereby Presidio will resell to the Company certain public cloud infrastructure and related

services provided by AWS for the operation, management and support of the Company's cloud global distributed platforms and products. The AWS Cloud Agreement expires on December 31, 2026. Fixed minimums remaining under the AWS Cloud Agreement at June 30, 2022 are $226.8 million in the aggregate through December 31, 2026.

Investments

The Company has an equity method investment that is a variable interest in a variable interest entity. The Company is not the primary beneficiary and therefore does not consolidate the investee. The Company's potential maximum loss exposure related to its unconsolidated investment in this variable interest entity totaled $42.7 million as of June 30, 2022, which represents the carrying value of the Company's investment.

In addition, as of June 30, 2022, the Company also has a future commitment to fund $0.9 million to one of the Company's other investees.

Contractual Obligations

The Company has obligations under the Amended IT Services Agreement, the Amended EU IT Services Agreement, the Private Cloud Agreement, the AWS Cloud Agreement, software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements.

The following table summarizes the total expenses related to these agreements:

	Years ended June 30,		
	2022	2021	2020
		(in millions)	
Data center expenses	$248.0	$204.3	$128.9
Software license agreements	81.9	63.6	46.9
Software/hardware maintenance agreements	77.3	77.5	72.1
Total expenses	$407.1	$345.4	$247.9

The future minimum commitments at June 30, 2022 for the aforementioned Amended IT Services Agreement, the Amended EU IT Services Agreement, the Private Cloud Agreement, the AWS Cloud Agreement, software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements are as follows:

Years Ending June 30,	(in millions)
2023	$138.2
2024	125.8
2025	110.8
2026	106.4
2027	78.8
Thereafter	69.6
Total	$629.7

Other

It is not the Company's business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations, and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. In January 2022, the Company entered into a series of cross-currency swap transactions which were designated as a new investment hedge against a portion of the Company's net investment in its Euro functional subsidiaries. The Company was not a party to any outstanding derivative financial instruments at June 30, 2021.

In January 2022, the Company executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of its net investment in its subsidiaries whose functional currency is the Euro. The cross-currency

swap derivative contracts are agreements to pay fixed-rate interest in Euros and receive fixed-rate interest in U.S. Dollars, thereby effectively converting a portion of the Company's U.S. Dollar denominated fixed-rate debt into Euro denominated fixed-rate debt. The cross-currency swaps mature in May 2031 to coincide with the maturity of the Fiscal 2021 Senior Notes. Accordingly, foreign currency transaction gains or losses on the qualifying net investment hedge instruments are recorded as foreign currency translation within other comprehensive income (loss), net in the Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At June 30, 2022, the Company's position on the cross-currency swaps was an asset of $101.4 million, and is recorded as part of Other non-current assets on the Consolidated Balance Sheets with the offsetting amount recorded as part of Accumulated other comprehensive income (loss), net of tax. The Company has elected the spot method of accounting whereby the net interest savings from the cross-currency swaps is recognized as a reduction in interest expense in the Company's Consolidated Statements of Earnings.

In connection with the acquisition of Itiviti in March 2021 the Company entered into two derivative instruments designed to mitigate the Company's exposure to the impact of (i) changes in foreign exchange rates on the acquisition of Itiviti purchase consideration, and (ii) changes in interest rates on the Fiscal 2021 Senior Notes.

In March 2021, the Company executed a forward foreign exchange derivative instrument ("Forward") with an aggregate notional amount of EUR 1.955 billion. The Forward acted as an economic hedge against the impact of changes in the Euro on the Company's purchase consideration for the acquisition of Itiviti. The Company recorded changes in fair value of the Forward as part of Other non-operating income (expenses), net in the Consolidated Statement of Earnings. In May 2021, the Company settled the Forward derivative for a cumulative pre-tax gain of $66.7 million.

In March 2021, the Company also executed a forward treasury lock agreement ("Treasury Lock"), designated as a cash flow hedge, in the aggregate notional amount of $1.0 billion to manage exposure to fluctuations in the benchmark interest rate associated with the Fiscal 2021 Senior Notes, which were used to pay down a portion of the Term Credit Agreement associated with the Itiviti acquisition. Accordingly, changes in the fair value of the Treasury Lock were recorded as part of Other comprehensive income (loss), net each period up to when the Treasury Lock was settled. In May 2021, the Treasury Lock was settled for a pre-tax loss of $11.0 million, after which the final settlement loss will be amortized into Interest expense, net ratably over the ten year term of the Fiscal 2021 Senior Notes. The expected amount of the existing loss that will be amortized into earnings before income taxes within the next twelve months is approximately $1.1 million.

In the normal course of business, the Company is subject to various claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material impact on its financial condition, results of operations or cash flows.

In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company's products and services. The Company does not expect any material losses related to such representations and warranties, or collateral arrangements.

The Company's business process outsourcing and mutual fund processing services are performed by Broadridge Business Process Outsourcing, LLC ("BBPO"), an indirect subsidiary, which is a broker-dealer registered with the Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Although BBPO's FINRA membership agreement allows it to engage in clearing and the retailing of corporate securities in addition to mutual fund retailing on a wire order basis, BBPO does not clear customer transactions, process any retail business or carry customer accounts. As a registered broker-dealer and member of FINRA, BBPO is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934, as amended, which requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this net capital requirement.

BBPO, as a "Managing Clearing Member" of the Options Clearing Corporation (the "OCC"), is also subject to OCC Rule 309(b) with respect to the business process outsourcing services that it provides to other OCC "Managed Clearing Member" broker-dealers. OCC Rule 309(b) requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this net capital requirement.

In addition, Matrix Trust Company, a subsidiary of the Company, is a Colorado State non-depository trust company and National Securities Clearing Corporation trust member, whose primary business is to provide cash agent, custodial and directed trustee services to institutional customers, and investment management services to collective investment trust funds. As a result, Matrix Trust Company is subject to various regulatory capital requirements administered by the Colorado Division of Banking and the Arizona Department of Financial Institutions, as well as the National Securities Clearing Corporation. Specific capital requirements that involve quantitative measures of assets, liabilities, and certain off-balance sheet items, when applicable, must be met. At June 30, 2022, Matrix Trust Company was in compliance with its capital requirements.

NOTE 19. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT

The following tables summarize the changes in the accumulated balances for each component of accumulated other comprehensive income/(loss):

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
		(in millions)		
Balances at June 30, 2019	$ (58.3)	$(12.9)	$ —	$ (71.2)
Other comprehensive income (loss) before reclassifications	(26.4)	(4.2)	—	(30.7)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	1.5	—	1.5
Balances at June 30, 2020	$ (84.7)	$(15.7)	$ —	$(100.4)
Other comprehensive income (loss) before reclassifications	117.6	(2.1)	(8.3)	107.2
Amounts reclassified from accumulated other comprehensive income/(loss)	—	2.4	0.1	2.5
Balances at June 30, 2021	$ 32.9	$(15.4)	$(8.2)	$ 9.2
Other comprehensive income (loss) before reclassifications	(247.0)	8.6	—	(238.5)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	2.0	0.8	2.8
Balances at June 30, 2022	$(214.1)	$ (4.8)	$(7.4)	$(226.3)

NOTE 20. FINANCIAL DATA BY SEGMENT

The Company operates in two reportable segments: Investor Communication Solutions and Global Technology and Operations. See Note 1, "Basis of Presentation" for a further description of the Company's reportable segments.

The primary components of "Other" are certain gains, losses, corporate overhead expenses and non-operating expenses that have not been allocated to the reportable segments, such as interest expense. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the constant foreign currency exchange rates used for internal management reporting.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related operating and non-operating expense items in Other rather than reflect such items in segment profit.

	Investor Communication Solutions	Global Technology and Operations	Other	Foreign Currency Exchange	Total
			(in millions)		
Year ended June 30, 2022					
Revenues	$4,262.1	$1,474.4	$ —	$(27.4)	$5,709.1
Earnings (loss) before income taxes	726.3	139.5	(188.9)	(4.7)	672.2
Assets	2,505.3	5,149.1	514.4	—	8,168.8
Capital expenditures	15.9	7.0	6.1	—	29.0
Depreciation and amortization	38.0	19.5	24.9	(0.1)	82.4
Amortization of acquired intangibles	69.3	189.3	—	(8.4)	250.2
Amortization of other assets	39.5	76.3	16.5	(1.0)	131.4
Year ended June 30, 2021					
Revenues	$3,827.0	$1,186.2	$ —	$(19.5)	$4,993.7
Earnings (loss) before income taxes	596.0	200.3	(90.1)	(10.1)	696.2
Assets	2,517.6	5,162.3	439.9	—	8,119.8
Capital expenditures	42.3	3.0	6.7	—	51.9
Depreciation and amortization	36.9	12.8	17.6	0.1	67.4
Amortization of acquired intangibles	86.8	67.6	1.5	(2.3)	153.7
Amortization of other assets	39.4	58.8	16.1	(0.8)	113.6
Year ended June 30, 2020					
Revenues	$3,461.1	$1,107.4	$ —	$(39.4)	$4,529.0
Earnings (loss) before income taxes	458.0	222.5	(83.1)	(17.8)	579.5
Assets	2,484.4	1,734.2	671.1	—	4,889.8
Capital expenditures	35.9	5.3	21.6	—	62.7
Depreciation and amortization	43.0	12.2	18.5	—	73.8
Amortization of acquired intangibles	83.1	42.0	1.5	(3.7)	122.9
Amortization of other assets	31.0	56.3	16.8	(1.5)	102.6

Revenues and assets by geographic area are as follows:

	United States	Canada	Europe	Other	Total
			(in millions)		
Year ended June 30, 2022					
Revenues	$4,880.1	$398.1	$ 386.0	$ 44.8	$5,709.1
Assets	$5,282.3	$495.4	$2,152.1	$239.0	$8,168.8
Year ended June 30, 2021					
Revenues	$4,370.4	$360.1	$ 243.5	$ 19.7	$4,993.7
Assets	$4,885.2	$549.0	$2,430.6	$255.0	$8,119.8
Year ended June 30, 2020					
Revenues	$3,989.7	$341.6	$ 179.1	$ 18.7	$4,529.0
Assets	$3,783.2	$479.2	$ 500.6	$126.7	$4,889.8

NOTE 21. SUBSEQUENT EVENTS

On August 11, 2022, the Company's Board of Directors increased the Company's quarterly cash dividend by $0.085 per share to $0.725 per share, an increase in the expected annual dividend amount from $2.56 to $2.90 per share. The declaration and payment of future dividends to holders of the Company's common stock will be at the discretion of the Company's Board of Directors, and will depend upon many factors, including the Company's financial condition, earnings, capital requirements of its businesses, legal requirements, regulatory constraints, industry practice, and other factors that the Board of Directors deems relevant.

* * * * * * *

Broadridge Financial Solutions, Inc.
Schedule II—Valuation and Qualifying Accounts
($ in millions)

Column A	Column B	Column C		Column D	Column E
		Additions			
	Balance at beginning of period	(1) Charged to costs and expenses	(2) Charged to other accounts	Deductions	Balance at end of period
Fiscal year ended June 30, 2022:					
Allowance for doubtful accounts	$ 9.3	$ —	$ —	$(2.5)	$ 6.8
Deferred tax valuation allowance	$10.5	$ —	$0.2	$ —	$10.7
Other receivables	$ 1.0	$0.7	$ —	$ —	$ 1.7
Fiscal year ended June 30, 2021:					
Allowance for doubtful accounts	$ 9.8	$1.1	$ —	$(1.6)	$ 9.3
Deferred tax valuation allowance	$ 6.7	$1.0	$2.7	$ —	$10.5
Other receivables	$ 1.0	$ —	$ —	$ —	$ 1.0
Fiscal year ended June 30, 2020:					
Allowance for doubtful accounts	$ 2.6	$9.6	$ —	$(2.4)	$ 9.8
Deferred tax valuation allowance	$ 3.3	$3.4	$ —	$ —	$ 6.7
Other receivables	$ —	$1.0	$ —	$ —	$ 1.0

Amounts may not sum due to rounding.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Management Report

Attached as Exhibits 31.1 and 31.2 to this Form 10-K are certifications of Broadridge's Chief Executive Officer and Chief Financial Officer, which are required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section should be read in conjunction with the Deloitte & Touche LLP audit and attestation of the Company's internal control over financial reporting that appears in Item 8 "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K and is hereby incorporated herein by reference.

Management's Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer as of June 30, 2022, evaluated the effectiveness of our disclosure controls as defined in Rule 13a-15(e) under the Exchange Act. The Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of June 30, 2022 were effective to ensure that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

Management's Report on Internal Control over Financial Reporting

It is the responsibility of Broadridge's management to establish and maintain effective internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Internal control over financial reporting is designed to provide reasonable assurance to Broadridge's management and board of directors regarding the preparation of reliable financial statements for external purposes in accordance with generally accepted accounting principles.

Broadridge's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Broadridge; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Broadridge are being made only in accordance with authorizations of management and directors of Broadridge; and (iii) provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of Broadridge's assets that could have a material effect on the financial statements of Broadridge.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management has performed an assessment of the effectiveness of Broadridge's internal control over financial reporting as of June 30, 2022 based upon criteria set forth in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that Broadridge's internal control over financial reporting was effective as of June 30, 2022.

Deloitte & Touche LLP, the Company's independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting and has expressed an unqualified opinion in their report on the effectiveness of the Company's internal control over financial reporting, which appears in Item 8 "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K.

/s/ TIMOTHY C. GOKEY

Timothy C. Gokey
Chief Executive Officer

/s/ EDMUND L. REESE

Edmund L. Reese
Corporate Vice President, Chief Financial Officer

Lake Success, New York
August 12, 2022

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. Other Information

None.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III.

ITEM 10. Directors, Executive Officers and Corporate Governance

We incorporate by reference the information responsive to this Item appearing in our definitive proxy statement to be filed within 120 days after the fiscal year ended June 30, 2022 (the "Proxy Statement").

ITEM 11. Executive Compensation

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 14. Principal Accounting Fees and Services

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

PART IV.

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

   The Consolidated Financial Statements are listed under Item 8 of this Annual Report on Form 10-K. See Index to Financial Statements and Financial Statement Schedule.

2. Financial Statement Schedule.

   Schedule II—Valuation and Qualifying Accounts is listed under Item 8 of this Annual Report on Form 10-K. See Index to Financial Statements and Financial Statement Schedule.

3. Exhibits.

   The Exhibits filed as part of this Annual Report on Form 10-K are listed on the Exhibit Index, which Exhibit Index is incorporated by reference in this Annual Report on Form 10-K.

ITEM 16. Form 10-K Summary

Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2022

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ TIMOTHY C. GOKEY

Name: **Timothy C. Gokey**

Title: **Chief Executive Officer**

SIGNATURES AND POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Timothy C. Gokey and Edmund L. Reese, and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, to sign in any and all capacities (including, without limitation, the capacities listed below), any and all amendments to the Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and anything necessary to be done to comply with the provisions of the Securities Exchange Act of 1934, as amended, and all the requirements of the Securities and Exchange Commission, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ TIMOTHY C. GOKEY **Timothy C. Gokey**	Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2022
/s/ EDMUND L. REESE **Edmund L. Reese**	Corporate Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2022
/s/ RICHARD J. DALY **Richard J. Daly**	Executive Chairman of the Board of Directors	August 12, 2022
/s/ LESLIE A. BRUN **Leslie A. Brun**	Lead Independent Director	August 12, 2022
/s/ PAMELA L. CARTER **Pamela L. Carter**	Director	August 12, 2022
/s/ ROBERT N. DUELKS **Robert N. Duelks**	Director	August 12, 2022
/s/ MELVIN L. FLOWERS **Melvin L. Flowers**	Director	August 12, 2022
/s/ BRETT A. KELLER **Brett A. Keller**	Director	August 12, 2022
/s/ MAURA A. MARKUS **Maura A. Markus**	Director	August 12, 2022
/s/ ANNETTE L. NAZARETH **Annette L. Nazareth**	Director	August 12, 2022
/s/ THOMAS J. PERNA **Thomas J. Perna**	Director	August 12, 2022
/s/ AMIT K. ZAVERY **Amit K. Zavery**	Director	August 12, 2022

EXHIBIT INDEX

Exhibit Number	Description of Exhibit (1)
1.1	Underwriting Agreement, dated as of May 6, 2021, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, BofA Securities, Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on May 17, 2021)
1.2	Underwriting Agreement, dated as of December 4, 2019, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, BofA Securities, Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on December 4, 2019)
1.3	Underwriting Agreement, dated as of June 21, 2016, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on June 27, 2016)
3.1	Certificate of Incorporation of Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 3.1 to Form 8-K filed on April 2, 2007)
3.2	Amended and Restated By-laws of Broadridge Financial Solutions, Inc. amended as of August 6, 2019 (incorporated by reference to Exhibit 3.2 to Form 8-K filed on August 6, 2019)
4.1	Indenture, dated as of May 29, 2007, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed on May 30, 2007)
4.2	Third Supplemental Indenture dated June 27, 2016 by and among Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed on June 27, 2016)
4.3	Form of Broadridge Financial Solutions, Inc. 3.400% Senior Note due 2026 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on June 27, 2016)
4.4	Fourth Supplemental Indenture dated as of December 9, 2019, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of Form 8-K filed on December 9, 2019)
4.5	Form of Broadridge Financial Solutions, Inc. 2.900% Senior Note due 2029 (incorporated by reference to Exhibit 4.3 and included in Exhibit 4.2 to Form 8-K filed on December 9, 2019)
4.6	Description of Securities
4.7	Fifth Supplemental Indenture dated as of May 17, 2021, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of Form 8-K filed on May 17, 2021)
4.8	Form of Broadridge Financial Solutions, Inc. 2.600% Senior Note due 2031 (incorporated by reference to Exhibit 4.3 to Form 8-K filed on May 17, 2021, and is included in Exhibit 4.2 to Form 8-K filed on May 17, 2021)
10.1	Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.6 to Form 8-K filed on April 2, 2007)

Exhibit Number	Description of Exhibit (1)
10.2	Amendment No. 1 to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.26 to Form 10-K/A filed on October 27, 2010)
10.3	Officer Severance Plan dated September 16, 2011 (incorporated by reference to Exhibit 10.1 to Form 8-K filed on September 20, 2011)
10.4	Amended and Restated Supplemental Officers Retirement Plan ("SORP") (incorporated by reference to Exhibit 10.27 to Form 10-K/A filed on October 27, 2010)
10.5	Amendment to the Broadridge Financial Solutions, Inc. SORP, effective February 2, 2017 (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on May 10, 2017)
10.6	Broadridge Financial Solutions, Inc. Director Deferred Compensation Plan (Amended and Restated Effective January 1, 2019) (incorporated by reference to Exhibit 10.2 to Form 8-K filed on November 14, 2018)
10.7	Broadridge Financial Solutions, Inc. Executive Deferred Compensation Plan ("EDCP") (Amended and Restated effective June 15, 2011) (incorporated by reference to Exhibit 10.32 to Form 10-K filed on August 12, 2011)
10.8	Amendment to the Broadridge EDCP, adopted August 1, 2014, effective December 31, 2014 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on November 6, 2014)
10.9	Broadridge Financial Solutions, Inc. Supplemental Executive Retirement Plan ("SERP") (incorporated by reference to Exhibit 10.31 to Form 10-K/A filed on October 27, 2010)
10.10	Amendment to the Broadridge Financial Solutions, Inc. SERP, effective February 2, 2017 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on May 10, 2017)
10.11	Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan, Amended and Restated effective November 14, 2013 (incorporated by reference to Exhibit 4.1 to Form 8-K filed on November 15, 2013)
10.12	Amendment to the Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan (Amended and Restated effective November 14, 2013), effective February 6, 2018 (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 8, 2018)
10.13	Broadridge Financial Solutions, Inc. 2018 Omnibus Award Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 13, 2018)
10.14	Executive Officer Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 14, 2018)
10.15	Amended and Restated Credit Agreement, dated as of April 23, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Form 8-K filed on April 23, 2021)
10.16	Amended and Restated Executive Retirement and Savings Plan, effective January 1, 2019 (incorporated by reference to Exhibit 10.25 to Form 10-K filed on August 6, 2019)

Exhibit Number	Description of Exhibit (1)
10.17*	Amended and Restated Information Technology Services Agreement, dated December 31, 2019 by and between International Business Machines Corporation and Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on January 31, 2020)
10.18*	2019 Master Services Agreement, dated December 31, 2019 by and between International Business Machines Corporation and Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on January 31, 2020)
10.19	Amendment Number Two to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.1 to Form 8-K filed on September 27, 2019)
10.20	Amendment Number Three to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.1 to Form 8-K filed on June 10, 2020)
10.21	Amendment Number One to the Broadridge Financial Solutions, Inc. Officer Severance Plan (incorporated by reference to Exhibit 10.25 to Form 10-K filed on August 11, 2020)
10.22	Form of Stock Option Grant Award Agreement for U.S. Non-Employee Directors (incorporated by reference to Exhibit 10.26 to Form 10-K filed on August 12, 2021)
10.23	Form of Deferred Stock Unit Award Agreement for U.S. Non-Employee Directors (incorporated by reference to Exhibit 10.27 to Form 10-K on August 12, 2021)
10.24	Form of Restricted Stock Unit Grant Award Agreement (Performance-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.28 to Form 10-K filed on August 12, 2021)
10.25	Form of Restricted Stock Unit Grant Award Agreement (Time-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.29 to Form 10-K filed on August 12, 2021)
10.26	Form of Stock Option Grant Award Agreement (Performance-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.30 to Form 10-K filed on August 12, 2021)
10.27	Clawback Policy (incorporated by reference to Exhibit 10.1 to Form 8-K filed on August 5, 2020)
10.28	Term Credit Agreement as of dated March 27, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, (incorporated by reference to Exhibit 10.2 to Form 8-K filed on March 29, 2021)
10.29*	Novation Agreement, dated July 28, 2021, among Broadridge Financial Solutions, Inc., International Business Machines Corporation and Kyndryl, Inc. (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on November 3, 2021)
10.30*	Novation Agreement, dated August 19, 2021, among Broadridge Financial Solutions, Inc., IBM United Kingdom Limited and Kyndryl UK Limited (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on November 3, 2021)
10.31	First Amendment dated as of December 23, 2021 to the Term Credit Agreement dated as of March 27, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on February 1, 2022)

Exhibit Number	Description of Exhibit (1)
10.32	First Amendment dated as of December 23, 2021 to the Amended and Restated Credit Agreement dated as of April 23, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on February 1, 2022)
14.1	Code of Business Conduct and Ethics
21	Subsidiaries of the Company
23	Consent of Independent Registered Public Accounting Firm
31.1	Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from the Broadridge Financial Solutions, Inc. Annual Report on Form 10-K for the fiscal year ended June 30, 2022, formatted in eXtensible Business Reporting Language (XBRL): (i) consolidated statements of earnings for the fiscal years ended June 30, 2022, 2021 and 2020, (ii) consolidated statements of comprehensive income for the fiscal years ended June 30, 2022, 2021 and 2020, (iii) consolidated balance sheets as of June 30, 2022 and 2021, (iv) consolidated statements of cash flows for the fiscal years ended June 30, 2022, 2021 and 2020, (v) consolidated statements of stockholders' equity for the fiscal years ended June 30, 2022, 2021 and 2020, and (vi) the notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(1) The SEC File No. for the Company's Form 8-K Reports referenced is 001-33220.

* Certain confidential information contained in this Exhibit was omitted by means of redacting a portion of the text and replacing it with an asterisk.

Exhibit 31.1

SECTION 302 CERTIFICATION

I, Timothy C. Gokey, certify that:

1. I have reviewed this Annual Report on Form 10-K of Broadridge Financial Solutions, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2022

/s/ Timothy C. Gokey

Timothy C. Gokey
Chief Executive Officer

EXHIBIT 31.2

SECTION 302 CERTIFICATION

I, Edmund L. Reese, certify that:

1. I have reviewed this Annual Report on Form 10-K of Broadridge Financial Solutions, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:August 12, 2022

/s/ Edmund L. Reese

Edmund L. Reese
Corporate Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Broadridge Financial Solutions, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy C. Gokey, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

August 12, 2022

/s/ Timothy C. Gokey

Timothy C. Gokey
Chief Executive Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Broadridge Financial Solutions, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edmund L. Reese, Corporate Vice President, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

August 12, 2022

/s/ Edmund L. Reese

Edmund L. Reese
Corporate Vice President
and Chief Financial Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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Corporate Information

CORPORATE HEADQUARTERS
Broadridge Financial Solutions, Inc.
5 Dakota Drive, Lake Success, New York 11042
516-472-5400

STOCK TRANSFER AGENT
Broadridge Corporate Issuer Solutions, Inc. is the transfer agent for our registered stockholders. They are available to help you with a variety of stockholder-related services.

You may contact them by mail at P.O. Box 1342, Brentwood, NY 11717, or by calling Shareholder Services at 1-877-830-4932. Representatives are available Monday through Friday from 9 am–6 pm Eastern Time. Additional information can be obtained from their website at **http://shareholder.broadridge.com/br**.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Deloitte & Touche LLP
30 Rockefeller Plaza, New York, New York 10112

CORPORATE GOVERNANCE
Visit our Investor Relations page at **www.broadridge-ir.com**. to see our key corporate governance documents, including our Code of Business Conduct and Ethics, Corporate Governance Principles, Audit Committee Charter, Compensation Committee Charter, and Governance and Nominating Committee Charter.

ANNUAL REPORT, FORM 10-K AND OTHER REPORTS AND FILINGS
This 2022 Annual Report is also available online on our Investor Relations page at **www.broadridge-ir.com**. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statement, statements of change in beneficial ownership and other SEC filings, and amendments to those reports, statements and filings, are available, without charge, on Broadridge's website as soon as reasonably practicable after they are filed or furnished electronically with the SEC. Copies also are available, without charge, from Broadridge Investor Relations at 5 Dakota Drive, Lake Success, New York 11042, or **BroadridgeIR@broadridge.com**.

Our Chief Executive Officer and Chief Financial Officer have furnished the Sections 302 and 906 certifications required by the SEC in our annual report on Form 10-K. In addition, our Chief Executive Officer has certified to the New York Stock Exchange (NYSE) that he is not aware of any violation by us of NYSE corporate governance listing standards.

BROADRIDGE COMMON STOCK
The shares of Broadridge Common Stock are listed on the New York Stock Exchange with the symbol BR. As of August 5, 2022, there were 9,274 registered holders of Broadridge Common Stock.

CONTACT BROADRIDGE'S AUDIT COMMITTEE OR BOARD OF DIRECTORS
To report complaints about Broadridge's accounting, internal accounting controls or auditing matters, or other concerns to the Audit Committee or the non-management members of the Board of Directors, send a detailed note, with relevant documents, to 72 Van Reipen Avenue, PMB #340, Jersey City, New Jersey 07306-2806, leave a message for a return call at 201-714-3399, or send an e-mail to **Broadridge.Audit.Committee@broadridge.com**.

ANNUAL MEETING
This year's Annual Meeting of Stockholders will be held on Thursday, November 10, 2022, at 9:00 am Eastern Time. We will be hosting the annual meeting live via the Internet at **www.virtualshareholdermeeting.com/BR22**. On September 27, 2022, we mailed a Notice of Internet Availability to stockholders containing instructions on how to access our proxy materials and vote online.

TRADEMARKS, SERVICE MARKS AND NAMES
The Broadridge name, logo and related trademarks and service marks are owned by Broadridge Financial Solutions, Inc., and are registered and/or used in the U.S. and some foreign countries. All other trademarks, service marks, logos and trade names referenced in this material are the property of their respective owners.

FORWARD-LOOKING STATEMENTS
This Annual Report may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, and which may be identified by the use of words such as "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "on track" and other words of similar meaning, are forward-looking statements. In particular, statements about our fiscal year 2023 performance and three-year objectives are forward-looking statements.

These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. You should carefully read the factors described in the "Risk Factors" section of our 2022 Annual Report on Form 10-K for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include:

- changes in laws and regulations affecting Broadridge's clients or the services provided by Broadridge;
- Broadridge's reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge's services with favorable pricing terms;
- a material security breach or cybersecurity attack affecting the information of Broadridge's clients;
- the potential impact and effects of the Covid-19 pandemic ("Covid-19") on the business of Broadridge, Broadridge's results of operations and financial performance, any measures Broadridge has and may take in response to Covid-19 and any expectations Broadridge may have with respect thereto;
- declines in participation and activity in the securities markets;
- the failure of Broadridge's key service providers to provide the anticipated levels of service;
- a disaster or other significant slowdown or failure of Broadridge's systems or error in the performance of Broadridge's services;
- overall market, economic and geopolitical conditions and their impact on the securities markets;
- the success of Broadridge in retaining and selling additional services to its existing clients and in obtaining new clients;
- Broadridge's failure to keep pace with changes in technology and the demands of its clients;
- competitive conditions;
- Broadridge's ability to attract and retain key personnel; and
- the impact of new acquisitions and divestitures.

We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition.

Broadridge disclaims any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

Broadridge®

broadridge.com

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended June 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

COMMISSION FILE NUMBER 001-33220

BROADRIDGE FINANCIAL SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**33-1151291**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
5 DAKOTA DRIVE **LAKE SUCCESS** **New York**	**11042**
(Address of principal executive offices)	**(Zip code)**

(516) 472-5400

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	**Trading Symbol**	**Name of Each Exchange on Which Registered:**
Common Stock, par value $0.01 per share	**BR**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value, as of December 31, 2021, of common stock held by non-affiliates of the registrant was $21,192,402,773.

As of August 5, 2022, there were 117,302,388 shares of the registrant's common stock outstanding (excluding 37,158,739 shares held in treasury), par value $0.01 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year end of June 30, 2022 are incorporated by reference into Part III.

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PART I.

Forward-Looking Statements

This Annual Report on Form 10-K of Broadridge Financial Solutions, Inc. ("Broadridge" or the "Company") may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words such as "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "on track," and other words of similar meaning, are forward-looking statements. In particular, information appearing under "Business," "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include:

- changes in laws and regulations affecting Broadridge's clients or the services provided by Broadridge;
- Broadridge's reliance on a relatively small number of clients, the continued financial health of those clients, and the continued use by such clients of Broadridge's services with favorable pricing terms;
- a material security breach or cybersecurity attack affecting the information of Broadridge's clients;
- the potential impact and effects of the Covid-19 pandemic ("Covid-19") on the business of Broadridge, Broadridge's results of operations and financial performance, any measures Broadridge has and may take in response to Covid-19 and any expectations Broadridge may have with respect thereto;
- declines in participation and activity in the securities markets;
- the failure of Broadridge's key service providers to provide the anticipated levels of service;
- a disaster or other significant slowdown or failure of Broadridge's systems or error in the performance of Broadridge's services;
- overall market, economic and geopolitical conditions and their impact on the securities markets;
- the success of Broadridge in retaining and selling additional services to its existing clients and in obtaining new clients;
- Broadridge's failure to keep pace with changes in technology and demands of its clients;
- competitive conditions;
- Broadridge's ability to attract and retain key personnel; and
- the impact of new acquisitions and divestitures.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the "Risk Factors" section of this Annual Report on Form 10-K for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

All forward-looking statements speak only as of the date of this Annual Report on Form 10-K and are expressly qualified in their entirety by the cautionary statements included in this Annual Report on Form 10-K. We disclaim any obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

ITEM 1. Business

The Broadridge Business

Broadridge, a Delaware corporation and a part of the S&P 500® Index ("S&P"), is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds. With over 50 years of experience, including over 15 years as an independent public company, we provide integrated solutions and an important infrastructure that powers the financial services industry. Our solutions enable better financial lives by powering investing, governance and communications and help reduce the need for our clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities.

We operate our business in two reportable segments: Investor Communication Solutions and Global Technology and Operations.

Investor Communication Solutions

The Investor Communication Solutions segment's revenues represented approximately 75% and 77% of our total Revenues in fiscal years 2022 and 2021, respectively, which gives effect to the foreign exchange impact from revenues generated in currencies other than the United States of America ("U.S.") dollar. See "Analysis of Reportable Segments — Revenues" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." We provide the following services and solutions through our Investor Communication Solutions segment:

Regulatory Solutions

We handle the entire proxy materials distribution and voting process for our bank, broker-dealer and fund clients. We offer traditional hard copy and electronic services for the delivery of proxy materials to investors and collection of consents; maintenance of a rules engine and database that contains the delivery method preferences of our clients' customers; posting of documents on their websites; e-mail notification to investors notifying them that proxy materials are available; and proxy voting via web or mobile app. We also have the ability to combine stockholder communications for multiple stockholders residing at the same address which we accomplish by having ascertained the delivery preferences of investors. We also offer proxy vote solicitation services for the registered clients of fund companies, efficiently managing the entire proxy campaign. In addition, we provide a complete outsourced solution for the processing of all international institutional and retail proxies, including shareholder disclosure management.

A majority of publicly-traded shares are not registered in companies' records in the names of their ultimate beneficial owners. Instead, a substantial majority of all public companies' shares are held in "street name," meaning that they are held of record by broker-dealers or banks through their depositories. Most street name shares are registered in the name "Cede & Co.," the name used by The Depository Trust and Clearing Corporation ("DTCC"), which holds shares on behalf of its participant broker-dealers and banks. These participant broker-dealers and banks (which are known as "Nominees" because they hold securities in name only) in turn hold the shares on behalf of their customers, the individual beneficial owners. Nominees, upon request, are required to provide companies with the information of beneficial owners who do not object to having their names, addresses, and shareholdings supplied to companies, so called "non-objecting beneficial owners" (or "NOBOs"). Objecting beneficial owners (or "OBOs") may be contacted directly only by the broker-dealer or bank. As DTCC's role is only as the custodian, a number of mechanisms have been developed in order to pass the legal rights it holds as the record owner (such as the right to vote) to the beneficial owners. The first step in passing voting rights down the chain is the "omnibus proxy," which DTCC executes to transfer its voting rights to its participant Nominees. Under applicable rules, Nominees must deliver proxy materials to beneficial owners and request voting instructions.

Given the large number of Nominees involved in the beneficial proxy process resulting from the large number of beneficial shareholders, we play a unique, central and integral role in ensuring that the beneficial proxy process occurs without issue for Nominees, companies and investors. A large number of Nominees have contracted out the processes of distributing proxy materials and tabulating voting instructions to us. Nominees accomplish this by entering into agreements with Broadridge and transferring to us via powers of attorney the authority to execute a proxy, which authority the Nominee receives from the DTCC via an omnibus proxy. Through our agreements with Nominees for the provision of beneficial proxy services, we take on the responsibility of ensuring that the account holders of Nominees receive proxy materials on a timely basis digitally or in print, that their voting instructions are conveyed to the companies and funds conducting solicitations and that these services are fulfilled in accordance with the requirements of their particular solicitation. In order for us to provide the beneficial proxy services effectively, we interface and coordinate directly with each company and/or fund to ensure that the services are performed in an accurate and timely manner. As it would increase the costs for companies and funds to work with all of the Nominees through which their shares are held beneficially, companies and funds work with us for the performance of all the tasks and processes necessary to ensure that proxy materials are distributed on a timely basis to all beneficial owners and that their votes are accurately reported.

The SEC's rules require public companies to reimburse Nominees for the expense of distributing stockholder communications to beneficial owners of securities held in street name. The reimbursement rates are set forth in the rules of self-regulatory organizations ("SROs"), including the New York Stock Exchange ("NYSE"). We bill public companies for the proxy services performed, collect the fees and remit to the Nominee its portion of the fees. In addition, the NYSE rules establish fees for certain services provided by intermediaries such as Broadridge in the proxy process. The preparation and delivery of NOBO information is subject to reimbursement by the corporate issuers requesting the information. The reimbursement rates are based on the number of NOBOs produced pursuant to NYSE or other SRO rules. The rules also determine the fees to be paid to third-party intermediaries, such as Broadridge, who compile the NOBO information on behalf of Nominees who need to respond to corporate issuer requests for NOBO information.

We provide institutional investors with a suite of services to manage and track the entire proxy voting process, including meeting their reporting needs. ProxyEdge® ("ProxyEdge") is our innovative electronic proxy delivery and voting solution for institutional investors and financial advisors that integrates ballots for positions held across multiple custodians and presents them under a single proxy. Voting can be instructed for the entire position, by account vote group or on an individual account basis either manually or automatically based on the recommendations of participating governance research providers. ProxyEdge also provides for client reporting and regulatory reporting. ProxyEdge can be utilized for meetings of U.S. and Canadian companies and for meetings in many non-North American countries based on the holdings of our global custodian clients. ProxyEdge is offered in several languages and there are currently over 7,000 ProxyEdge users worldwide.

In addition to our proxy services, we provide regulatory communications services, including prospectus delivery services. Our proprietary extraction, normalization and presentment capabilities from the SEC's EDGAR database have enabled us to provide our clients with an on-demand solution for prospectus post-sale fulfillment. This process provides efficiency for our clients as it reduces their reliance on offset print and fund delivered inventory. We provide portfolio-specific solutions for the retirement and annuity markets. We have integrated this functionality into additional capabilities to offer an efficient fulfillment model for regulatory and compliance distributions.

Additionally, we offer a complete reorganization communications solution to notify investors of U.S. reorganizations or corporate action events such as tender offers, mergers and acquisitions, bankruptcies, and class action lawsuits. We also provide global class action services handling the identification, filing and recovery of class actions and collective redress proceedings involving securities and other financial products. Class actions and collective redress proceedings continue to grow in volume and complexity and global recovery options vary by country, resulting in a complex patchwork of participation and filing requirements.

We also offer our Mailbox products - Advisor Mailbox™ and Investor Mailbox® - which support and complement any investor communication strategy. Our Investor Mailbox solution provides the electronic delivery of investor communications to our clients' websites or mobile apps, enabling investor access to regulatory delivery notices, day-to-day account and investment information and convenient response tools. Our Advisor Mailbox is an electronic communications platform for financial advisors that delivers immediate electronic access to the communications and documents sent to such advisors' customers. Advisor Mailbox streamlines multiple communication paths for all investor-related documents into a single-visit portal that is integrated onto an advisor's platform.

In addition, we provide international corporate governance solutions addressing clients' needs within Europe, the Middle East and Africa ("EMEA") and the Asia-Pacific ("APAC") region. Our offerings help clients address evolving requirements for stronger governance, greater transparency and improved insights derived from data analytics. These solutions are a direct extension of our U.S. and Canadian businesses and in many cases serve the same client base. Our international solutions help clients sharpen focus on their core businesses while helping them maintain regulatory compliance, reduce costs, improve efficiency and gain data insights.

As part of our international corporate governance solutions, our Global Proxy solution includes services similar to those provided by our U.S. and Canadian proxy businesses. In 2021, with the effectiveness of the European Union Shareholder Rights Directive II ("SRD II"), we implemented an SRD II component to our Global Proxy solution. SRD II requires banks and broker-dealers that invest in European securities to provide all investors, retail and institutional, the ability to vote, disclose shareholder information upon request and distribute meeting or corporate action notices to all customers. Our SRD II solution helps our clients meet their SRD II compliance obligations and provides a seamless proxy voting platform for our clients' retail and institutional customers.

Data-Driven Fund Solutions

We provide a full range of data-driven solutions that help our asset management and retirement service provider clients grow revenue, operate efficiently, and maintain compliance. Our communications solutions enable global asset managers to communicate with large audiences of investors efficiently and reliably by centralizing all investor communications through one resource. We provide composition, printing, filing, and distribution services for regulatory reports, prospectuses and proxy materials, as well as proxy solicitation services. We manage the entire communications process with both registered and beneficial stockholders. Our marketing and transactional communications solutions provide a content management and omni-channel distribution platform for marketing and sales communications for asset managers and retirement service providers. In addition, our data and analytics solutions provide investment product distribution data, analytical tools, and insights and research to enable asset managers to optimize product distribution across retail and institutional channels globally.

We also provide mutual fund and exchange-traded funds trade processing services for retirement service providers, third-party administrators, financial advisors, banks and wealth management professionals through Matrix Financial Solutions, Inc. ("Matrix"). Matrix's operational, trust, custody, trading and mutual fund and exchange-traded funds settlement services are integrated into our product suite thereby strengthening Broadridge's role as a provider of insight, technology and business process outsourcing to the asset management and retirement industry.

Through our Fund Communication Solutions business, we provide fund managers with a single, integrated provider to manage data, perform calculations, compose documents, manage regulatory compliance and disseminate information across multiple jurisdictions. Our solution helps fund managers increase distribution opportunities, comply with both United Kingdom domestic and European Union regulations such as Solvency II and MiFID II, and makes information easily accessible for investors in a digital format. We also provide support to fund managers with document and data dissemination in the European market. This enables the receipt by distributors and investors of complete, accurate and timely information supporting fund sales.

Corporate Issuer Solutions

We provide governance and communications services to corporate issuers. We also offer disclosure solutions and transfer agency services providing corporate issuers a single source solution that spans the entire corporate disclosure and shareholder communications lifecycle.

Our governance and communications services include a full suite of annual meeting and shareholder engagement solutions:

- Proxy services – we provide complete project management for the entire annual meeting process including registered and beneficial proxy materials distribution, vote processing and tabulation through our ShareLink® solution.
- Virtual Shareholder Meeting™ – electronic annual meetings on the Internet, either on a stand-alone basis, or in conjunction with in-person annual meetings, including shareholder validation and voting services and the ability for shareholders to ask questions and for management to respond during the meetings.
- We offer tools for corporate issuers to help them better engage with their shareholders and other stakeholders in connection with the annual meeting process as well as on an ongoing basis throughout the year. These services provide aggregated shareholder data and analytics, shareholder delivery preferences and voting trends.
- Our environmental, social and governance ("ESG") services provide consulting in support of issuers and their ESG journey. The services include peer ESG disclosure benchmarking, ESG strategy and policy development, greenhouse gas emission assessments, and ESG and sustainability report content development. We also offer an ESG dashboard that provides ESG consensus ratings to allow corporate issuers to assess the progress of their ESG ratings and disclosure relative to their selection of peer companies.

Our disclosure solutions provide compliance reporting and transactional reporting services for public companies, including the following:

- Annual SEC Filing Services: proxy and annual report design and digitization, SEC filing, printing and web hosting services, as well as year-round SEC reporting including document composition, EDGARization and XBRL tagging.
- Capital Markets Transactional Services – typesetting, printing and SEC filing services for capital markets transactions such as initial public offerings, spin-offs, acquisitions, and securities offerings. In addition, we provide transaction support services such as virtual deal rooms and translation services.

We also provide registrar, stock transfer and record-keeping services through our transfer agency services. Our transfer agency services address the needs public companies have for more efficient and reliable stockholder record maintenance and communication services. In addition, we provide corporate actions services including acting as the exchange agent, paying agent, or tender agent in support of acquisitions, initial public offerings and other significant corporate transactions. We also provide abandoned property compliance and reporting services.

Customer Communications Solutions

We support financial services, healthcare, insurance, consumer finance, telecommunications, utilities, and other service industries with their omni-channel customer communications management strategies for transactional communications, such as statements and bills, marketing communications, such as personalized microsites and campaigns, and regulatory communications, such as trade confirmations and explanation of benefits.

The Broadridge Communications Cloud℠ platform (the "Communications Cloud") provides our clients the flexibility to implement only the modules and delivery channels needed to address their specific communication needs. The platform's open application programming interfaces and self-servicing tools help our clients improve their communications systems' efficiency and productivity. Through the Communications Cloud, our clients can:

- leverage flexible and scalable self-service and managed service composition tools to create relevant content that drives customer action;
- manage and consolidate customer profiles, preferences and consents;
- transform digital and print communications through the optimization of content across channels to accelerate delivery, reduce costs, and help our clients meet regulatory requirements and quality controls;
- store and retrieve communications with security to manage risk;
- deliver personalized communications across channels, including interactive microsites, email, short message service, presentment, online banking and payments, print and mail; and
- gain comprehensive reporting and analytics to improve communications and increase engagement based on customer behaviors.

Global Technology and Operations

Transactions involving securities and other financial market instruments can, for example, originate with an investor, who places an order with a broker who in turn routes that order to an appropriate market for execution. At that point, the parties to the transaction coordinate payment and settlement of the transaction through a clearinghouse. The records of the parties involved must then be updated to reflect completion of the transaction. Tax, custody, accounting and record-keeping requirements must be complied with in connection with the transaction and the customer's account information must correctly reflect the transaction. The accurate processing of trading activity from its initial inception and custody activity requires effective automation and information flow across multiple systems and functions within the firm and across the systems of the various parties that participate in the execution of a transaction.

Our Global Technology and Operations business provides solutions that automate the front-to-back transaction lifecycle of equity, mutual fund, fixed income, foreign exchange and exchange-traded derivatives, from order capture and execution through trade confirmation, margin, cash management, clearing and settlement, reference data management, reconciliations, securities financing and collateral management, asset servicing, compliance and regulatory reporting, portfolio accounting and custody-related services. Our solutions provide automated straight through processing and enable buy- and sell-side financial institutions to efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With our multi-market, multi-asset class, multi-entity and multi-currency capabilities, we provide front-to-back processing on a global basis. In addition, we provide business process outsourcing services for our buy- and sell-side clients' businesses. These services combine our technology with our operations expertise to support the entire trade lifecycle, including securities clearing and settlement, reconciliations, record-keeping, wealth management asset servicing, and custody-related functions.

The Global Technology and Operations segment's revenues represented approximately 26% and 24% of our total Revenues in fiscal years 2022 and 2021, respectively, which gives effect to the foreign exchange impact from revenues generated in currencies other than the U.S. dollar. See "Analysis of Reportable Segments — Revenues" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." Services and solutions offered through the Global Technology and Operations segment include the following:

Capital Markets Solutions

We provide a set of multi-asset, multi-entity and multi-currency post-trade and trading and connectivity solutions that support processing of securities transactions in equities, options, fixed income securities, foreign exchange, exchange-traded derivatives and mutual funds. Largely provided on a software as a service ("SaaS") basis within large user communities, Broadridge's technology is a global solution, processing trades, clearance and settlement in over 100 countries. Our solutions enable global capital markets firms to access market liquidity, drive more effective market making and efficient front-to-back trade processing.

Our global trade processing platforms are largely provided on a SaaS basis and handle the entire securities processing cycle. These services include reference data management, securities financing, securities-based lending, collateral management, trade and transaction reporting, reconciliations, financial messaging and asset servicing. Our solutions can be deployed as a complete solution as well as discrete components supporting financial institutions.

In addition, we provide comprehensive fixed income transaction processing capabilities to support clearance, settlement, custody, P&L reporting and regulatory reporting for domestic and foreign fixed income instruments. Our solution includes extensive support for mortgage-backed securities and other structured products. It is a multi-currency, multi-entity solution that provides position and balance information, in addition to detailed accounting, financing, collateral management, and repurchase agreement functionality. The solution offers straight through processing capabilities, enterprise-wide integration and a robust technology infrastructure - all focused on supporting firms specializing in the fixed income marketplace.

With the 2021 acquisition of Itiviti Holding AB ("Itiviti") (now doing business as Broadridge Trading and Connectivity Solutions), a leading provider of trading and connectivity technology to the capital markets industry, we offer a set of global front-office trade order and execution management systems, connectivity and network offerings. The acquisition adds a complementary set of solutions to our existing post-trade product suite and other capital markets capabilities. The combination enables our clients to streamline their front-to-back technology platforms and operations and increase straight-through-processing efficiencies, across equities, fixed income, exchange-traded derivatives, and other asset classes.

Wealth and Investment Management Solutions

We deliver business critical data, technology solutions and marketing services to enable full-service, regional and independent broker-dealers and investment advisors to better engage with customers to help grow their business. We offer an integrated open-architecture wealth management platform through which we provide enhanced data-centric capabilities to improve the overall client experience across the entire wealth management lifecycle, including advisor, investor and operational workflows. This comprehensive wealth management platform streamlines all aspects of the service model, allowing our clients to digitally onboard customers, manage advisor compensation for multiple products and service models, and seamlessly transfer and service accounts.

In addition, we provide data-driven, digital solutions to broker-dealers, financial advisors, insurers and other firms with large, distributed salesforces. Our data aggregation solution helps financial advisors manage and build client relationships by providing customer account data aggregation, performance reporting, household grouping, automated report creation, document storage, and integration with popular financial planning and productivity applications. Our marketing operations and automation platform enables firms to manage marketing activities efficiently across field offices and branch locations using consistent standards. The platform provides unique data and analytical capabilities designed to enhance marketing, educate investors and increase sales effectiveness.

Our digital marketing and content capabilities leverage analytics and machine-learning to enable financial advisors and wealth management firms to grow their businesses and deepen relationships with their customers. Financial advisors and wealth management firms can tap into our digital tools and library of omni-channel content to personalize touchpoints to engage their customers and prospects across digital channels including websites, social media, e-mail and mobile.

We service the global investment management industry with a range of buy-side technology solutions. Our asset management solutions are portfolio management, compliance, fee billing and operational support solutions such as order management, data warehousing, reporting, reference data management, and risk management and portfolio accounting for hedge funds, family offices, alternative asset managers, traditional asset managers and the providers that service this space including prime brokers, fund administrators and custodians. The client base for these services includes institutional asset managers, public funds, start-up or emerging managers through some of the largest global hedge fund complexes and global fund administrators.

Our Strategy

We earn our clients' confidence every day by delivering real business value through leading technology-driven solutions that help our clients get ahead of today's challenges and capitalize on future growth opportunities. Our solutions harness people, technology and insights to help transform our clients' businesses by enriching customer engagement, navigating risk, optimizing efficiency and growing revenue.

As financial institutions look to transform and mutualize their mission-critical but non-differentiating operational and support functions, we have the proven technology, scale, innovation, experience and, most importantly, the clients to achieve this goal and meet their needs. Our strategy addresses critical industry needs by utilizing our leading platform capabilities. Specifically, our growth strategy is focused on four key themes: (i) extend our strong and growing governance business, (ii) drive further growth in our capital markets business, (iii) build next generation wealth and investment management businesses and (iv) strengthen our international business.

Our business model.

We deliver multi-client technology and business process outsourcing services primarily through a common SaaS based operations platforms. We increasingly create layers of value by driving network benefits to our clients, providing deep data and analytics solutions, and offering a suite of digital capabilities on a single platform. Our SaaS offerings allow our clients to mutualize key functions and thereby reduce their costs. All of this translates into our core value proposition to be a trusted provider of technology and services across a range of analytical, operational and reporting functions.

Strong positions in a large and growing financial services market.

Our technology and associates power the critical infrastructure and services behind investing, investment governance and investor communications. Broadridge makes our clients stronger, and through them, we enable better financial lives for investors around the globe. Our deep industry knowledge enables our clients to successfully solve complex technological challenges, and inspires trust among and brings novel perspectives to our clients. While financial services firms have historically kept much of their technology infrastructure work in-house, there are two significant trends working in favor of Broadridge. In aggregate, financial service firms globally are spending more on technology, and the respective budgets allocated are consistently growing year-over-year. Moreover, these firms are devoting a growing percentage of this spend to third-party technology, operations, and services. Broadridge, as a trusted outside service provider, can undertake streamlining and better integrate our clients' infrastructure and processes. We expect the efficiencies that result from such undertaking by Broadridge will lead to growth in the market for our solutions.

Three attractive growth platforms.

Our growth platforms address important and significant client needs as described below. Through our integrated solutions, services and our scalable infrastructure, we believe we are best positioned to meet them.

- *Governance.* We provide a strong network through our governance platform that links broker-dealers, public companies, mutual funds, shareholders, and regulators. We continue to grow our governance solutions by continuing to transform content and delivery and improve product capabilities to drive higher investor engagement. We aim to be an integral partner to asset managers and retirement service providers by offering data-driven solutions that help them grow revenue, reduce costs and maintain compliance. We are also expanding our capabilities to better serve the needs of issuers and we are driving the next generation of digital communications while optimizing print and mail services through advanced technology.

- *Capital Markets.* Global institutions have a strong need to simplify their complex technology environment, and our SaaS-based, global, multi-asset-class technology platform addresses this need. As a leader in global trade management, we are driving next-generation solutions that simplify our clients' operations, improve performance and resiliency, evolve to global operating models, adapt to new technologies, and enable our clients to better manage their data. We plan to continue building on our global platform capabilities, enabling our clients to simplify and improve their global operations across cash securities and other asset classes. Our 2021 acquisition of Itiviti, for example, allows us to expand our services across the trade lifecycle for equities and exchange-traded derivatives and grow our international reach. We continue to develop component solutions that meet the regulatory, risk, data, and analytics needs of our clients, while also helping to drive more efficient liquidity, price discovery, and improved execution for the firms we serve.

- *Wealth and Investment Management.* Wealth and investment management clients, including full-service, regional and independent broker-dealers, investment advisors, insurance companies and retirement solutions providers are all undergoing unprecedented change. These firms are in need of partners to help them navigate the demographic shift of advisors and investors and the aging of the client experience and operational technologies that are essential to their business. These market dynamics are driving the need to more seamlessly integrate technology and processes and the need to access data-centric digital wealth solutions to better service advisors and investors. This can be achieved by simplifying and modernizing their complicated and interwoven legacy systems. We believe these needs have only accelerated during the Covid-19 pandemic. To address these demands, we have developed a holistic wealth management platform solution that provides seamless systems and data integration capabilities and enables firms to improve advisor productivity, investor experience and operational process efficiencies.

On-ramp for next-generation technologies.

Across financial services, the pace of change is only accelerating. Our clients understand that next-generation technology is a key driving force for change and efficiency and there is a need among our client base to leverage this technology to address their critical business challenges. However, they face obstacles in making the necessary investments and, more importantly, in applying the right talent and intellectual capital, which may be focused on their most differentiating functions. This continues to create opportunities for Broadridge to assist in the areas where we have scale and domain expertise, which includes areas such as artificial intelligence, blockchain, cloud, digital, and other new technologies.

High engagement and client-centric culture.

Broadridge is client-centric and has created and grown multi-entity infrastructures across a variety of functions with high client satisfaction. We conduct a client satisfaction survey for each of our major business units annually, the results of which are a component of all our associates' compensation because of the importance of client retention to the achievement of our revenue goals.

We have also built a culture where we focus on having engaged and knowledgeable associates to serve clients well, which in turn creates a real and sustainable advantage. Supporting this excellent client delivery takes engaged associates, and we are passionate about creating an environment in which every associate can thrive and build their knowledge and skills. All of this creates a culture that benefits our associates, our clients, and our stockholders.

Clients

We serve a large and diverse client base including banks, broker-dealers, mutual funds, retirement service providers, corporate issuers and wealth and asset management firms. Our clients in the financial services industry include retail and institutional brokerage firms, global banks, mutual funds, asset managers, insurance companies, annuity companies, institutional investors, specialty trading firms, clearing firms, third-party administrators, hedge funds, and financial advisors. Our corporate issuer clients are typically publicly held companies. In addition to financial services firms, we service corporate clients in the healthcare, insurance, consumer finance, telecommunications, utilities, and other service industries with their essential communications.

In fiscal year 2022, we:

- processed over 700 million equity proxy positions in the performance of our U.S. proxy services;
- processed over 7 billion investor and customer communications through print and digital channels;
- processed on average over $9 trillion in equity and fixed income trades per day of U.S. and Canadian securities; and
- provided fixed income trade processing services to 20 of the 25 primary dealers of fixed income securities in the U.S.

Competition

We operate in a highly competitive industry. Our Investor Communication Solutions business competes with companies that provide investor communication and corporate governance solutions as well as our clients' in-house operations. This includes proxy services providers, transfer agents, proxy advisory firms, proxy solicitation firms and financial printers. We also face competition from numerous firms in the compiling, printing and electronic distribution of statements, bills and other customer communications. Within our Global Technology and Operations business, our capital markets solutions compete with in-house operations and vendors that provide trade processing, back-office record keeping, and sell-side order and execution management systems. Similarly, our wealth management solutions compete with service providers that deliver data, technology solutions, and marketing services, and our investment management solutions compete with firms that provide portfolio management, compliance and operational support solutions.

Technology

We have several information processing systems that serve as the core foundation of our technology platform. We leverage these systems in order to provide our services. We are committed to maintaining extremely high levels of quality service through our skilled technical employees and the use of our technology within an environment that seeks continual improvement. Our mission-critical applications are designed to provide high levels of availability, scalability, reliability, and flexibility. They operate on industry standard enterprise architecture platforms that provide high degrees of horizontal and vertical scaling. This scalability and redundancy allows us to provide high degrees of system availability. As part of Broadridge's technology strategy, we leverage traditional data center services as well as private cloud and public cloud services.

Most of our systems and applications operate in highly resilient data centers that employ multiple active power and cooling distribution paths, redundant components, and are capable of providing 99.995% availability. Additionally, the data centers provide infrastructure capacity and capability to permit any planned activity without disruption to the critical load, and can sustain at least one worst-case, unplanned failure or event with no critical load impact. Our geographically dispersed processing centers also provide disaster recovery and business continuity processing.

Product Development. We manage a diverse portfolio of products and services across our core businesses. Our products and services are designed with reliability, availability, scalability, and flexibility so that we can fully meet our clients' processing needs. These products and services are built in a manner that allows us to meet the breadth and depth of requirements of our financial services industry clients in a highly efficient manner. We continually upgrade, enhance, and expand our existing products and services, taking into account input from clients, industry-wide initiatives and regulatory changes affecting our clients. We also enter strategic relationships with clients and other third parties to accelerate product development or gain access to capabilities complementary to our product development efforts.

Intellectual Property. We own a portfolio of more than 130 U.S. and non-U.S. patents and patent applications. We also own registered marks for our trade name and own or have applied for trademark registrations for many of our services and products. We regard our products and services as proprietary and utilize internal security practices and confidentiality restrictions in contracts with employees, clients, and others for protection. We believe that we are the owner or in some cases, the licensee, of all intellectual property and other proprietary rights necessary to conduct our business.

Cybersecurity

Our information security program is designed to meet the needs of our clients who entrust us with their sensitive information. Our program includes encryption, data masking technology, data loss prevention technology, authentication technology, entitlement management, access control, anti-malware software, and transmission of data over private networks, among other systems and procedures designed to protect against unauthorized access to information, including by cyber-attacks. Broadridge utilizes the National Institute of Standards and Technology Framework for Improving Critical Infrastructure Cybersecurity (the "NIST Framework") issued by the U.S. government in 2014 and updated in 2018, as a guideline to manage our cybersecurity-related risk. The NIST Framework outlines 108 subcategories of security controls and outcomes over five functions: identify, protect, detect, respond and recover.

To further demonstrate our commitment to maintaining the highest levels of quality service, information security, and client satisfaction within an environment that fosters continual improvement, most of our business units and our core applications and facilities for the provision of many services including our proxy services, U.S. equity and fixed income securities processing services, and Kyndryl's data centers, are International Organization for Standardization ("ISO") 27001 certified. This security standard specifies the requirements for establishing, implementing, operating, monitoring, reviewing, maintaining and improving a documented Information Security Management System within the context of the organization's overall business risks. It specifies the requirements for the implementation of security controls customized to the needs of individual organizations. The ISO 27001 standard addresses confidentiality, access control, vulnerability, business continuity, and risk assessment.

We engage an independent third-party cybersecurity services and consulting firm to review our information security program quarterly and provide a quarterly report on the program to the Audit Committee of our Board of Directors. We also have a third-party firm conduct phishing tests on our associates and perform network penetration tests. In addition, we conduct regular security awareness training and testing of our employees.

Regulation

The securities and financial services industries are subject to extensive regulation in the U.S. and in other jurisdictions. As a matter of public policy, regulatory bodies in the U.S. and the rest of the world are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of investors participating in those markets. Due to the nature of our services and the markets we serve, these regulatory bodies impact our businesses in various manners.

In the U.S., the securities and financial services industries are subject to regulation under both federal and state laws. At the federal level, the SEC regulates the securities industry, along with the Financial Industry Regulatory Authority, Inc. ("FINRA"), the various stock exchanges, and other SROs. In addition, SEC rules require public companies to reimburse banks and broker-dealers for the expense of distributing stockholder communications to beneficial owners of securities held in street name, and those reimbursement rates as well as rates we charge for our proxy services are set by the NYSE. The Department of Labor ("DOL") enforces the Employee Retirement Income Security Act of 1974 ("ERISA") regulations on fiduciaries and organizations that provide services to retirement plans. As a provider of services to financial institutions and issuers of securities, our services, such as our proxy and shareholder report processing and distribution services, are provided in a manner to assist our clients in complying with the laws and regulations to which they are subject. As a result, the services we provide may be required to change as applicable laws and regulations are adopted or revised. We monitor legislative and rulemaking activity by the SEC, FINRA, DOL, the stock exchanges and other regulatory bodies that may impact our services, and if new laws or regulations are adopted or changes are made to existing laws or regulations applicable to our services, we expect to adapt our business practices and service offerings to continue to assist our clients in fulfilling their obligations under new or modified requirements.

Certain aspects of our business are subject to regulatory compliance or oversight. As a provider of technology services to financial institutions, certain aspects of our U.S. operations are subject to regulatory oversight and examination by the Federal Financial Institutions Examination Council ("FFIEC"), an interagency body of the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the National Credit Union Administration and the Consumer Financial Protection Bureau. Periodic examinations by the FFIEC generally include areas such as internal audit, risk management, business continuity planning, information security, systems development, and third-party vendor management to identify potential risks related to our services that could adversely affect our banking and financial services clients.

In addition, our business process outsourcing, mutual fund processing and transfer agency solutions, as well as the entities providing those services, are subject to regulatory oversight. Our business process outsourcing and mutual fund processing services are performed by a broker-dealer, Broadridge Business Process Outsourcing, LLC ("BBPO"). BBPO is registered with the SEC, is a member of FINRA and is required to participate in the Securities Investor Protection Corporation ("SIPC"). Although BBPO's FINRA membership agreement allows it to engage in clearing and the retailing of corporate securities in addition to mutual fund retailing on a wire order basis, BBPO does not clear customer transactions, process any retail business or carry customer accounts. BBPO is subject to regulations concerning many aspects of its business, including trade practices, capital requirements, record retention, money laundering prevention, the protection of customer funds and customer securities, and the supervision of the conduct of directors, officers and employees. A failure to comply with any of these laws, rules or regulations could result in censure, fine, the issuance of cease-and-desist orders, or the suspension or revocation of SEC or FINRA authorization granted to allow the operation of its business or disqualification of its directors, officers or employees. There has been continual regulatory scrutiny of the securities industry including the outsourcing by firms of their operations or functions. This oversight could result in the future enactment of more restrictive laws or rules with respect to business process outsourcing. As a registered broker-dealer and member of FINRA, BBPO is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934, as amended, which requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this capital requirement.

BBPO, as a "Managing Clearing Member" of the Options Clearing Corporation (the "OCC"), is also subject to OCC Rule 309(b) with respect to the business process outsourcing services that it provides to other OCC "Managed Clearing Member" broker-dealers. OCC Rule 309(b) requires that BBPO maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this capital requirement.

Matrix Trust Company ("Matrix Trust"), is a Colorado State chartered, non-depository trust company and National Securities Clearing Corporation trust member, whose primary business is to provide cash agent, custodial and directed trustee services to institutional customers, and investment management services to collective investment trust funds ("CITs"). As a result, Matrix Trust is subject to various regulatory capital requirements administered by the Colorado Division of Banking and the Arizona Department of Insurance and Financial Institutions, as well as the National Securities Clearing Corporation. Specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items, when applicable, must be met. At June 30. 2022. Matrix Trust was in compliance with its capital requirements. In addition, in connection with the offering of CITs, Matrix Trust acts as a discretionary trustee and an ERISA fiduciary. CITs are subject to regulation by the IRS, federal and state banking regulators, and the DOL, which impose a number of duties on persons who are fiduciaries under ERISA. Matrix Trust is also subject to regulation by the Colorado Division of Banking and the Arizona Department of Financial Institutions which regulate CITs pursuant to guidance issued by the Office of the Comptroller of the Currency regulation.

Our transfer agency business, Broadridge Corporate Issuer Solutions, is subject to certain SEC rules and regulations, including annual reporting, examination, internal controls, proper safeguarding of issuer and shareholder funds and securities, maintaining a written Identity Theft Prevention Program, and obligations relating to its operations. Our transfer agency business is subject to certain NYSE requirements concerning operational standards as a transfer agent or registrar for NYSE-listed companies. Furthermore, it is also subject to U.S. Internal Revenue Service (the "IRS") regulations, as well as certain provisions of the Gramm-Leach-Bliley Act ("GLBA") and the Federal Trade Commission's (the "FTC") regulations with respect to maintenance of information security safeguards. In addition, Broadridge Corporate Issuer Solutions complies with all applicable trade control laws and regulations, including country/territory-based sanctions and list-based sanctions maintained by the U.S. and other jurisdictions where we do business. Finally, state laws govern certain services performed by our transfer agency business.

In addition, we are required to comply with anti-money laundering laws and regulations, such as, in the U.S., the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001 (collectively, the "BSA"), and the BSA implementing regulations of the Financial Crimes Enforcement Network ("FinCEN"), a bureau of the U.S. Department of the Treasury. A variety of similar anti-money laundering requirements apply in other countries. We are also subject to the relevant aspects of regulations and guidance published by FinCEN (as discussed below), which includes the Know Your Customer ("KYC") requirements promulgated by FinCEN.

Privacy and Information Security Regulations

The processing and transfer of personal information is required to provide certain of our services. Privacy laws and regulations in the U.S. and foreign countries apply to the access, collection, transfer, use, storage, and destruction of personal information. In the U.S., our financial institution clients are required to comply with privacy regulations imposed under the GLBA, in addition to other regulations. As a processor of personal information in our role as a provider of services to financial institutions, we must comply with the FTC's Safeguards Rule implementing certain provisions of GLBA with respect to maintenance of information security safeguards.

We perform services for healthcare companies and are, therefore, subject to compliance with laws and regulations regarding healthcare information, including in the U.S., the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). We also perform credit-related services and agree to comply with payment card standards, including the Payment Card Industry Data Security Standard. In addition, federal and state privacy and information security laws, and consumer protection laws, which apply to businesses that collect or process personal information, also apply to our businesses.

Privacy laws and regulations may require notification to affected individuals, federal and state regulators, and consumer reporting agencies in the event of a security breach that results in unauthorized access to, or disclosure of, certain personal information. Privacy laws outside the U.S. may be more restrictive and may require different compliance requirements than U.S. laws and regulations, and they may impose additional duties on us in the performance of our services.

There has been increased public attention regarding the use and transfer of personal information, accompanied by legislation, regulations and enforcement activity intended to strengthen data protection, information security and consumer and personal privacy.

The law in this area continues to develop and the changing nature of privacy laws in the U.S., the European Union and elsewhere could impact our processing of personal information of our employees and on behalf of our clients. For example, the European Union Parliament adopted the comprehensive General Data Protection Regulation ("GDPR") and the California Consumer Privacy Act ("CCPA") became effective as of January 2020 and the California Consumer Privacy Rights Act ("CPRA") will become effective on January 1, 2023. In addition, several U.S. states have also recently adopted new privacy laws or are proposing to pass their own state privacy laws.

We continually monitor privacy and information security laws and regulations and while we believe that we are compliant with our regulatory responsibilities, information security threats continue to evolve, resulting in increased risk and exposure. In addition, legislation, regulation, litigation, court rulings, or other events could expose Broadridge to increased costs, liability, and possible damage to our reputation.

Legal Compliance

Regulations issued by the Office of Foreign Assets Control ("OFAC") of the U.S. Department of Treasury place prohibitions and restrictions on all U.S. citizens and entities, including the Company, with respect to transactions by U.S. persons with specified countries and individuals and entities identified on OFAC's sanctions lists and Specially Designated Nationals and Blocked Persons List (a published list of individuals and companies owned or controlled by, or acting for or on behalf of, countries subject to certain economic and trade sanctions, as well as terrorists, terrorist organizations and narcotics traffickers identified by OFAC under programs that are not country specific). Similar requirements apply to transactions and dealings with persons and entities specified in lists maintained in other countries. We have developed procedures and controls that are designed to monitor and address legal and regulatory requirements and developments to protect against having direct business dealings with such prohibited countries, individuals or entities.

Compliance with laws and regulations that are applicable to our businesses with an international reach can be complex and may increase our cost of doing business in international jurisdictions. Our international business could expose us to fines and penalties if we fail to comply with these regulations. These laws and regulations include import and export requirements, trade restrictions and embargoes, data privacy requirements, labor laws, tax laws, anti-competition regulations, U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting bribery and other improper payments or inducements, such as the U.K. Bribery Act. Although we have implemented policies, procedures and training designed to ensure compliance with applicable laws and regulations, there can be no assurance that our employees, contractors, vendors and agents will not take actions in violation of our policies or applicable laws and regulations, particularly as we expand our operations, including through acquisitions of businesses that were not previously subject to and may not have familiarity with laws and regulations applicable to us or compliance policies similar to ours. Any violations of sanctions or export control regulations or other laws could subject us to civil or criminal penalties, including the imposition of substantial fines and interest or prohibitions on our ability to offer our products and services to one or more countries, and could also damage our reputation, our international expansion efforts and our business, and negatively impact our operating results.

Human Capital Management

As of June 30, 2022, we had approximately 14,300 full-time associates, of which approximately 49% were employed in the U.S. Of the approximately 51% of associates located outside of the U.S., 34% are in the APAC region, where a substantial number of associates are in India, and 12% are in Europe. None of our U.S. employees are represented by a labor union. In some countries outside the U.S., we have works councils, or we are required by local law to enter into and/or comply with industry-wide collective bargaining agreements. We believe that our employee relations are good.

We are driven by the success of each of our associates, and we recognize that it is because of their hard work, talent and commitment that we continue to deliver outstanding results for our clients. That is why we strive to provide a workplace that fosters a collaborative and supportive culture where everyone feels welcomed, accepted and empowered to be their best. At the center of our associate engagement efforts is the concept of the Service-Profit Chain, where engaged associates deliver world-class service, which creates satisfied clients and, in turn, produces strong, long-term value for stockholders.

Our human capital strategies are developed and managed by our Chief Human Resources Officer, who reports to the Chief Executive Officer, and are overseen by the Company's Board of Directors and the Compensation Committee of the Board of Directors. Our Board of Directors believes that human capital management and succession planning are vital to our success. The Board annually reviews the Company's leadership bench and succession planning. In addition, the Board receives regular updates on talent and other human capital matters such as culture, attrition and retention, and quarterly updates on our progress on our diversity, equity and inclusion ("DEI") initiatives and practices, including an annual update from our Chief Diversity Officer. The Compensation Committee's oversight includes initiatives and programs that concern our culture, talent, recruitment, retention and associate engagement.

Diversity, Equity and Inclusion

We are dedicated to fostering a diverse, equitable, inclusive and healthy environment. As a leading provider of technology, communications and data and analytics solutions to businesses around the world, it is critical that we understand, embrace and operate in a multicultural environment. Every associate has unique strengths, which, when fully appreciated and embraced, enable everyone to perform at their best, leading to our success. Our goal is to ensure our associates at every level of the organization represent the diversity of the clients we serve and the communities in which we work. We are committed to advancing DEI initiatives and values as part of our culture.

We have an Executive Diversity Council, chaired by our President, that meets quarterly and provides insight and recommendations on critical DEI-related opportunities and challenges. In addition, we support a number of associate-led employee resource groups (our Associate Networks), where associates with similar backgrounds and interests can find peer support, shape company culture, receive mentorship and sponsorship from senior members and develop their careers.

We have a Chief Diversity Officer, whose role is to implement a holistic DEI strategy, and partner with our business units to develop the resources and competencies needed to drive this strategy. Our Chief Diversity Officer is a member of the Executive Diversity Council and provides regular updates to our Chief Executive Officer and executive leadership team. In addition, the Chief Diversity Officer serves as an advisor on global initiatives, such as our Associate Networks, and our recruitment and compliance efforts. We provide regular updates regarding our diversity efforts and performance to our Board.

In 2022, we conducted our inaugural DEI survey to learn more about our associates' perceptions and experiences with diversity, equity and inclusion at Broadridge. The survey was run globally, and over 7,000 associates across 19 countries participated. The overwhelming majority of our associates believe that 1) the importance of DEI is reflected in the priorities of Broadridge's business, 2) we were successful in advancing DEI initiatives over the past year, and 3) we create a physically and psychologically safe environment where associates feel they belong, and they are included and treated fairly. The survey also identified some areas of focus and provided a baseline that will enable us to measure our progress over time.

Talent and Development

We believe that our associates are among our most important assets. Encouraging professional development opportunities is a core part of our culture. One important resource we provide our associates is Broadridge University, a comprehensive suite of online courses and on-site training. We offer career-enhancing programs from top business schools to leaders in our Associate Networks, have a tuition reimbursement program, and support participation in external learning opportunities. Our reverse mentoring program supports associate engagement and increasing a sense of belonging and inclusion by aligning associates from all levels and backgrounds (including but not limited to different generations, race, gender, ability, and sexual orientation) to serve as mentors to senior leaders. We offer our technology associates with resources to supplement their work experience, including a skills inventory to identify strengths and new opportunities, and a Technology Expert Career Track, a transparent process that allows associates to grow as leaders in the organization. We also empower associates to learn and grow as subject matter experts in the financial markets. In turn, this enables our associates to assist our clients with their expertise and adds value to our associates' own career development and skill sets.

Health, Safety and Wellness

We are committed to providing a safe workplace. We continuously strive to meet or exceed all laws, regulations and accepted practices pertaining to workplace safety. We have developed extensive safety policies, standards and procedures to which all associates are required to comply. Our policies are based on both U.S. Occupational Safety and Health Administration standards and site-specific guidelines to ensure that associates work in a safe and healthy environment. At our larger production facilities and at certain other locations, we house on-site Wellness Centers staffed with physicians, nurse practitioners and physician assistants who provide a wide variety of medical services at no cost to our associates.

As we continue to navigate the Covid-19 pandemic, the well-being of our associates is one of our highest priorities. We have taken numerous steps in support of these priorities, including remote work for our non-production associates, and stringent safety and disinfecting measures in our facilities to mitigate the spread of the virus. We removed economic pressure to work by providing extended leave for those who are ill or required to quarantine. The Broadridge Pandemic/Covid-19 Committee continues to track the latest developments of the pandemic applying guidance from health authorities in the locations in which we operate. We have deployed a task force focused on safely re-opening our offices providing personal protective equipment at no cost to associates, and we have taken other measures to ensure a safe work environment for all.

Associate Compensation and Benefits

We have demonstrated a history of investing in our workforce by offering competitive salaries and wages. In addition, we offer various types of compensation, which vary by associate role and country/region, and may include annual bonuses, stock awards, and retirement savings plans. Also, a portion of every associate's incentive compensation is tied to client satisfaction goals, which reinforces our commitment to the Service-Profit Chain and rewards associates for their contributions to Broadridge's overall client satisfaction performance. In addition we offer the following benefits, which may vary by country/region: healthcare and insurance benefits, tax efficient or savings programs, such as health and dependent care flexible spending accounts, health savings account and pretax commuter benefits or green transport tax savings programs, paid time off, including volunteer time off, paid parental leave, quarantine and Covid-19 leave, and vaccination time off, life and disability insurance, business travel accident insurance, charitable gift matching, tuition assistance and on-site health centers, among others.

Associate Engagement

We regularly conduct multiple surveys and focus groups to assess associate engagement and determine if and how perspectives have changed over time. Our surveys and focus group practices allow our associates to share their views on our workplace, the importance of various aspects of work life, among other topics. The themes and insights of our associate feedback are shared with our executive leadership and has been instrumental in shaping our approach to planning for the future of our workplace. In fiscal year 2022, our employee engagement score of 77% overall favorable rating remained consistent with our 2021 score in the annual Great Place to Work® survey, which was an 8% increase over the 2020 score. In addition, 80% of our associates stated that Broadridge is a "great place to work," and for the fourth consecutive year, we received U.S. and Canada certification from Great Place to Work for our outstanding workplace culture. We also received certification in India for the fifth consecutive year and certification in the United Kingdom, Ireland, and Russia for the second year in a row. In addition, for the first time, we have achieved Great Place to Work certification in Romania, Poland, Singapore, and Japan, and were voted one of the Best Workplaces for Women (UK). The Great Place to Work Institute is a global authority on high-trust, high-performance workplaces.

Available Information

Our headquarters are located at 5 Dakota Drive, Lake Success, New York 11042, and our telephone number is (516) 472-5400.

We maintain an Investor Relations website at www.broadridge-ir.com. We make available free of charge, on or through this website, our annual, quarterly and current reports, and any amendments to those reports as soon as reasonably practicable following the time they are electronically filed with or furnished to the SEC. To access these reports, just click on the "SEC Filings" link found at the top of our Investor Relations page. You can also access our Investor Relations page through our main website at www.broadridge.com by clicking on the "Investor Relations" link, which is located at the top of our homepage. Information contained on our website is not incorporated by reference into this Annual Report on Form 10-K or any other report filed with or furnished to the SEC.

In addition, the SEC maintains a website (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

ITEM 1A. Risk Factors

You should carefully consider each of the following risks and all of the other information set forth in this Annual Report on Form 10-K or incorporated by reference herein. Based on the information currently known to us, we believe that the following information identifies the most significant factors affecting our company. However, additional risks and uncertainties not currently known to us or that we currently believe to be immaterial may also adversely affect our business.

If any of the following risks and uncertainties develop into actual events, they could have a material adverse effect on our business, financial condition, or results of operations.

Our clients are subject to complex laws and regulations, and new laws or regulations and/or changes to existing laws or regulations could impact our clients and, in turn, adversely impact our business or may reduce our profitability.

We provide technology solutions to financial services firms that are generally subject to extensive regulation in the U.S. and in other jurisdictions. As a provider of products and services to financial institutions and issuers of securities, our products and services are provided in a manner designed to assist our clients in complying with the laws and regulations to which they are subject. Therefore, our services, such as our proxy, shareholder report distribution, and customer communications services, are particularly sensitive to changes in laws and regulations, including those governing the financial services industry and the securities markets. Changes in laws and regulations could require changes in the services we provide or the manner in which we provide our services, or they could result in a reduction or elimination of the demand for our services.

Our investor communications services and the fees we charge our clients for certain services are subject to change if applicable SEC or stock exchange rules or regulations are amended, or new laws or regulations are adopted, which could result in a material negative impact on our business and financial results. For example, the SEC's recently proposed modifications to the mutual fund and exchange-traded fund disclosure framework could have an impact on our services, business and financial results if adopted and implemented as proposed.

In addition, new regulations governing our clients could result in significant expenditures that could cause them to reduce their use of our services, seek to renegotiate existing agreements, or cease or curtail their operations, all of which could adversely impact our business. Further, an adverse regulatory action that changes a client's business or adversely affects its financial condition, could decrease their ability to purchase, or their demand for, our products and services. The loss of business from any of our larger clients could have a material adverse effect on our revenues and results of operations.

Consolidation in the financial services industry could adversely affect our revenues by eliminating some of our existing and potential clients and could make us increasingly dependent on a more limited number of clients.

Mergers or consolidations of financial institutions could reduce the number of our clients and potential clients. If our clients merge with or are acquired by other firms that are not our clients, or firms that use fewer of our services, they may discontinue or reduce the use of our services. In addition, it is possible that the larger financial institutions resulting from mergers or consolidations could decide to perform in-house some or all of the services that we currently provide or could provide. Any of these developments could have a material adverse effect on our business and results of operations.

A large percentage of our revenues are derived from a small number of clients in the financial services industry and the loss of any of such clients could have a material impact on our revenues and also result in an asset write-down of our client onboarding costs.

In fiscal year 2022, we derived approximately 46% of the revenues of our Global Technology and Operations segment from the 15 largest clients in that segment. Our largest single client accounted for approximately 7% of our consolidated revenues in fiscal year 2022. While these clients generally work with multiple business segments, the loss of business from any of these clients due to merger or consolidation, financial difficulties or bankruptcy, or the termination or non-renewal of contracts could have a material adverse effect on our revenues and results of operations. Also, a delay in onboarding a client onto our technology would result in a delay in our recognition of revenue from that client. Further, in the event of a reduction of a client's demand for our services or the loss of a client's business, in addition to losing the revenue from that client, we could be required to write-off any client investments that are not offset by any contract termination fees, including costs incurred to onboard a client or convert a client's systems to function with our technology. Such costs for all clients represented approximately 15% of our total assets as of June 30, 2022, with one client representing a large portion of such amount.

Security breaches or cybersecurity attacks could adversely affect our ability to operate, could result in personal, confidential or proprietary information being misappropriated, and may cause us to be held liable or suffer harm to our reputation.

We process and transfer sensitive data, including personal information, valuable intellectual property and other proprietary or confidential data provided to us by our clients, which include financial institutions, public companies, mutual funds, and healthcare companies. We also handle personal information of our employees in connection with their employment. We maintain systems and procedures including encryption, authentication technology, data loss prevention technology, entitlement management, access control and anti-malware software, and transmission of data over private networks to protect against unauthorized access to physical and electronic information, including by cybersecurity attacks. However, information security threats continue to evolve resulting in increased risk and exposure and increased costs to protect against the threat of information security breaches or to respond to or alleviate problems caused by such breaches.

In certain circumstances, our third-party vendors may have access to sensitive data including personal information. It is also possible that a third-party vendor could intentionally or inadvertently disclose sensitive data, including personal information. We require our third-party vendors to have appropriate security controls if they have access to the personal information of our clients' customers or our employees. However, despite those safeguards, it is possible that unauthorized individuals could improperly access our systems or those of our vendors, or improperly obtain or disclose the sensitive data including personal information that we or our vendors process or handle.

Many of our services are provided through the Internet, which increases our exposure to potential cybersecurity attacks. We have experienced cybersecurity threats to our information technology infrastructure and have experienced non-material cybersecurity attacks, attempts to breach our systems and other similar incidents. Future threats could cause harm to our business and our reputation and challenge our ability to provide reliable service, as well as negatively impact our results of operations materially. Our insurance coverage may not be adequate to cover all the costs related to cybersecurity attacks or disruptions resulting from such events.

Any security breach resulting in the unauthorized use or disclosure of certain personal information could put individuals at risk of identity theft and financial or other harm and result in costs to us in investigation, remediation, legal defense and in liability to parties who are financially harmed. We may incur significant costs to protect against the threat of information security breaches or to respond to or alleviate problems caused by such breaches. For example, laws may require notification to regulators, clients or employees and enlisting credit monitoring or identity theft protection in the event of a privacy breach. A cybersecurity attack could also be directed at our systems and result in interruptions in our operations or delivery of services to our clients and their customers. Furthermore, a material security breach could cause us to lose revenues, lose clients or cause damage to our reputation.

The Covid-19 pandemic may negatively impact our business, results of operations and financial performance.

The Covid-19 pandemic continues to persist throughout the world, including the U.S., India, Canada, Europe and other locations where we operate. To date, the Covid-19 pandemic has negatively impacted the global economy, created significant financial market volatility, disrupted global supply chains, and resulted in a significant number of infections and deaths worldwide.

In response to the Covid-19 pandemic, we have taken, and expect to continue to take, measures designed to protect the health of our employees and to minimize our operational disruption and resulting provision of services to our clients. These measures have increased our expenses and we may continue to incur such expenses.

In addition, the Covid-19 pandemic has created significant uncertainties. These uncertainties include, but are not limited to, the adverse effects of the pandemic on the economy, our employees, our clients and our third-party service providers. We continue to work with our stakeholders to responsibly address the effects of this global pandemic and take appropriate actions in an effort to mitigate any adverse consequences. However, we cannot assure you that we will be successful in any such mitigation efforts. The extent to which the Covid-19 pandemic may impact our operations will depend on future developments which are highly uncertain and cannot be predicted with confidence, including the duration of the pandemic, the emergence of new virus variants, outbreaks occurring at any of our facilities and changes in worldwide and U.S. economic conditions.

Our business and results of operations may be adversely affected if we do not comply with legal and regulatory requirements that apply to our services or businesses, and new laws or regulations and/or changes to existing laws or regulations to which we are subject may adversely affect our ability to conduct our business or may reduce our profitability.

The legislative and regulatory environment of the financial services industry is continuously changing. The SEC, FINRA, DOL, various stock exchanges and other U.S. and foreign governmental or regulatory authorities continuously review legislative and regulatory initiatives and may adopt new or revised laws and regulations or provide revised interpretations or they may change the enforcement priorities with respect to existing laws and regulations. These legislative and regulatory initiatives impact the way in which we conduct our business, requiring changes to the way we provide our services or additional investment which may make our business more or less profitable. Further, as a provider of technology services to financial institutions, certain aspects of our U.S. operations are subject to regulatory oversight and examination by the FFIEC. A sufficiently unfavorable review from the FFIEC could have a material adverse effect on our business. With an increased focus on cybersecurity and vendor risk management, the FFIEC and other regulatory agencies provide guidelines for overseeing technology service providers, increasing the contractual requirements with our clients and the cost of providing our services.

Our business process outsourcing, mutual fund processing and transfer agency solutions as well as the entities providing those services are subject to regulatory oversight. Our provision of these services must comply with applicable rules and regulations of the SEC, FINRA, DOL, various stock exchanges and other regulatory bodies charged with safeguarding the integrity of the securities markets and other financial markets and protecting the interests of investors participating in these markets. If we fail to comply with any applicable regulations in performing these services, we could be subject to suits for breach of contract or to governmental proceedings, censures and fines. In addition, we could lose clients and our reputation could be harmed, negatively impacting our ability to attract new clients.

As a provider of data and business processing solutions, our systems contain a significant amount of sensitive data, including personal information, related to our clients, customers of our clients, and our employees. We are, therefore, subject to compliance obligations under federal, state and foreign privacy and information security laws, including in the U.S., the GLBA, HIPAA, the CCPA, and the GDPR in the European Union, and we are subject to compliance with various client industry standards such as PCI DSS as well as Medicare and Medicaid programs related to our clients. We are subject to penalties for failure to comply with such regulations and requirements, and such penalties could have a material adverse effect on our financial condition, results of operations, or cash flows. There has been increased public attention regarding the use of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer and personal privacy. The law in these areas continues to develop, the number of jurisdictions adopting such laws continues to increase and these laws may be inconsistent from jurisdiction to jurisdiction. Furthermore, the changing nature of privacy laws in the U.S., the European Union and elsewhere could impact our processing of personal information of our employees and on behalf of our clients.

Our ability to comply with regulations depends largely upon the maintenance of an effective compliance system which can be time consuming and costly, as well as our ability to attract and retain qualified compliance personnel.

Our revenues may decrease due to declines in the levels of participation and activity in the securities markets.

We generate significant revenues from the transaction processing fees we earn from our services. These revenue sources are substantially dependent on the levels of participation and activity in the securities markets. The number of unique securities positions held by investors through our clients and our clients' customer trading volumes reflect the levels of participation and activity in the markets, which are impacted by market prices, and the liquidity of the securities markets, among other factors. Volatility in the securities markets and sudden sharp or gradual but sustained declines in market participation and activity can result in reduced investor communications activity, including reduced proxy and event-driven communications processing such as mutual fund proxy, mergers and acquisitions and other special corporate event communications processing, and reduced trading volumes. In addition, our event-driven fee revenues are based on the number of special corporate events and transactions we process. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. As such, the timing and level of event-driven activity and its potential impact on our revenues and earnings are difficult to forecast. The occurrence of any of these events would likely result in reduced revenues and decreased profitability from our business operations.

We may be adversely impacted by a failure of third-party service providers to perform their functions.

We rely on relationships with third parties, including our service providers and other vendors for certain functions. If we are unable to effectively manage our third-party relationships and the agreements under which our third-party vendors operate, our financial results or reputation could suffer. We rely on these third parties, including our data center and cloud services providers, to provide services in a timely and accurate manner and to adequately address their own cybersecurity risks. Failure by these third parties to adequately perform their services as expected could result in material interruptions in our operations, and negatively impact our services resulting in a material adverse effect on our business and financial results.

Certain of our businesses rely on a single or a limited number of service providers or vendors. Changes in the business condition (financial or otherwise) of these service providers or vendors could impact their provision of services to us or they may no longer be able to provide services to us at all, which could have a material adverse effect on our business and financial results. In such circumstances, we cannot be certain that we will be able to replace our key third-party vendors in a timely manner or on terms commercially reasonable to us given, among other reasons, the scope of responsibilities undertaken by some of our service providers, the depth of their experience and their familiarity with our operations generally.

If we change a significant vendor, an existing service provider makes significant changes to the way it conducts its operations, or is acquired, or we seek to bring in-house certain services performed today by third parties, we may experience unexpected disruptions in the provision of our solutions, which could have a material adverse effect on our business and financial results.

Furthermore, certain third-party service providers or vendors may have access to sensitive data including personal information, valuable intellectual property and other proprietary or confidential data, including that provided to us by our clients. It is possible that a third-party vendor could intentionally or inadvertently disclose sensitive data including personal information, which could have a material adverse effect on our business and financial results and damage our reputation.

We rely on the United States Postal Service ("USPS") and other third-party carriers to deliver communications and changes in our relationships with these carriers or an increase in postal rates or shipping costs may adversely impact demand for our products and services and could have an adverse impact on our business and results of operations.

We rely upon the USPS and third-party carriers, including the United Parcel Service, for timely delivery of communications on behalf of our clients. As a result, we are subject to carrier disruptions due to factors that are beyond our control, including employee strikes, inclement weather, increased fuel costs. Any failure to deliver communications to or on behalf of our clients in a timely and accurate manner may damage our reputation and brand and could cause us to lose clients. In addition, the USPS has incurred significant financial losses in recent years and may, as a result, implement significant changes to the breadth or frequency of its mail delivery causing disruptions in the service. If our relationship with any of these third-party carriers is terminated or impaired, or if any of these third parties are unable to distribute communications, we would be required to use alternative, and possibly more expensive, carriers to complete our distributions on behalf of our clients. We may be unable to engage alternative carriers on a timely basis or on acceptable terms, if at all, which could have an adverse effect on our business. In addition, future increases in postal rates or shipping costs, as well as changes in customer preferences, may result in decreased demand for our traditional printed and mailed communications resulting in an adverse effect on our business, financial condition and results of operations.

In the event of a disaster, our disaster recovery and business continuity plans may fail, which could result in the loss of client data and adversely interrupt operations.

Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe, natural disaster, or severe weather, as well as events resulting from unauthorized security breach, power loss, telecommunications failure, terrorist attack, pandemic, or other events that could have a significant disruptive effect on our operations. We have disaster recovery and business continuity plans in place in the event of system failure due to any of these events and we test our plans regularly. In addition, our data center services provider also has disaster recovery plans and procedures in place. However, we cannot be certain that our plans, or those of our data center services provider, will be successful in the event of a disaster. If our disaster recovery or business continuity plans are unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material adverse interruptions to our operations or delivery of services to our clients, and we could be liable to parties who are financially harmed by those failures. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

Any slowdown or failure of our computer or communications systems could impact our ability to provide services to our clients and support our internal operations and could subject us to liability for losses suffered by our clients or their customers.

Our services depend on our ability to store, retrieve, process, and manage significant databases, and to receive and process transactions and investor communications through a variety of electronic systems. Our systems, those of our data center and cloud services providers, or any other systems with which our systems interact could slow down significantly or fail for a variety of reasons, including:

- computer viruses or undetected errors in internal software programs or computer systems;
- direct or indirect hacking or denial of service cybersecurity attacks;
- inability to rapidly monitor all system activity;
- inability to effectively resolve any errors in internal software programs or computer systems once they are detected;
- heavy stress placed on systems during peak times or due to high volumes or volatility; or
- power or telecommunications failure, fire, flood, pandemic or any other disaster.

While we monitor system loads and performance and implement system upgrades to handle predicted increases in trading volume and volatility, we may not be able to predict future volume increases or volatility accurately or that our systems and those of our data center services and cloud services providers will be able to accommodate these volume increases or volatility without failure or degradation. In addition, we may not be able to prevent cybersecurity attacks on our systems. Moreover, because we have outsourced our data center operations and use third-party cloud services providers for storage of certain data, the operation, performance and security functions of the data center and the cloud system involve factors beyond our control. Any significant degradation or failure of our computer systems, communications systems or any other systems in the performance of our services could cause our clients or their customers to suffer delays in their receipt of our services. These delays could cause substantial losses for our clients or their customers, and we could be liable to parties who are financially harmed by those failures. In addition, such failures could cause us to lose revenues, lose clients or damage our reputation.

The inability to properly perform our services or operational errors in the performance of our services could lead to liability for claims, client loss and result in reputational damage.

The inability or the failure to properly perform our services could result in our clients and/or certain of our subsidiaries that operate regulated businesses being subjected to losses including censures, fines, or other sanctions by applicable regulatory authorities, and we could be liable to parties who are financially harmed by those errors. In addition, the inability to properly perform our services or errors in the performance of our services could cause us to incur expenses including service penalties, lose revenues, lose clients or damage our reputation.

General economic and political conditions and broad trends in business and finance that are beyond our control may contribute to reduced levels of activity in the securities markets, which could result in lower revenues from our business operations.

Our services are impacted by the number of unique securities positions held by investors through our clients, the level of investor communications activity we process on behalf of our clients, trading volumes, market prices, and liquidity of the securities markets. These factors are in turn affected by general national and international economic and political conditions, and broad trends in business and finance that result in changes in participation and activity in the securities markets. For example, the Covid-19 pandemic and Russia's invasion of Ukraine have adversely impacted global commercial activity and have had a negative impact on the global economy, adversely impacting our clients. These factors include:

- economic, political and market conditions;
- legislative and regulatory changes;
- the availability of short-term and long-term funding and capital;
- the level and volatility of interest rates;
- currency values and inflation;
- financial well-being of our clients; and
- national, state, and local taxation levels affecting securities transactions.

These factors are beyond our control and may contribute to reduced levels of participation and activity in the securities markets. Our revenues have historically been largely driven by transaction processing based on levels of participation and activity in the securities markets. Accordingly, any significant reduction in participation and activity in the securities markets would likely result in lower revenues from our business operations.

If the operational systems and infrastructure that we depend on fail to keep pace with our growth, we may experience operating inefficiencies, client dissatisfaction and lost revenue opportunities.

The growth of our business and expansion of our client base may place a strain on our management and operations. We believe that our current and anticipated future growth will require the implementation of new and enhanced communications and information systems, the training of personnel to operate these systems, and the expansion and upgrade of core technologies. While many of our systems are designed to accommodate additional growth without redesign or replacement, we may nevertheless need to make significant investments in additional hardware and software to accommodate growth. In addition, we cannot assure you that we will be able to predict the timing or rate of this growth accurately or expand and upgrade our systems and infrastructure on a timely basis.

Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. We cannot assure you that we will be able to manage or continue to manage our future growth successfully. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities.

If we are unable to respond to the demands of our existing and new clients, or adapt to technological changes or advances, our business and future growth could be impacted.

The global financial services industry is characterized by increasingly complex and integrated infrastructures and products, new and changing business models and rapid technological and regulatory changes. Our clients' needs and demands for our products and services evolve with these changes. Our future success will depend, in part, on our ability to respond to our clients' demands for new services, capabilities and technologies on a timely and cost-effective basis. We also need to adapt to technological advancements such as digital and distributed ledger or blockchain technologies and cloud computing and keep pace with changing regulatory standards to address our clients' increasingly sophisticated requirements. Transitioning to these new technologies may be disruptive to our resources and the services we provide and may increase our reliance on third-party service providers such as our cloud services provider.

In addition, we run the risk of disintermediation due to emerging technologies, including distributed ledger or blockchain technologies. If we fail to adapt or keep pace with new technologies in a timely manner, it could harm our ability to compete, decrease the value of our products and services to our clients, and harm our business and impact our future growth.

Intense competition could negatively affect our ability to maintain or increase our business, financial condition, and results of operations.

The markets for our products and services continue to evolve and are highly competitive. We compete with a number of firms that provide similar products and services. In addition, our securities processing solutions compete with our clients' in-house capabilities to perform comparable functions. Our competitors may be able to respond more quickly to new or changing opportunities, technologies, and client requirements and may be able to undertake more extensive promotional activities, offer more attractive terms to clients and adopt more aggressive pricing policies than we will be able to offer or adopt. In addition, we expect that the markets in which we compete will continue to attract new competitors and new technologies. There can be no assurances that we will be able to compete effectively with current or future competitors. If we fail to compete effectively, our business, financial condition, and results of operations could be materially harmed.

We may be unable to attract and retain key personnel.

Our continued success depends on our ability to attract and retain key personnel such as our senior management and other qualified personnel including highly skilled technical employees to conduct our business. Skilled and experienced personnel in the areas where we compete are in high demand, and competition for their talents is intense. There can be no assurance that we will be successful in our efforts to recruit and retain the required key personnel. If we are unable to attract and retain qualified individuals or our recruiting and retention costs increase significantly, our operations and financial results could be materially adversely affected.

The inability to identify, obtain, retain, enforce and protect important intellectual property rights to technology could harm our business.

Our success depends in part upon a combination of patents, trademarks, service marks, copyrights, domain names and trade secrets to protect our intellectual property and marks. We also enter into confidentiality and invention assignment agreements with our employees, consultants and other third parties, and control access to our services, software and proprietary information. Moreover, we license or acquire technology that we incorporate into our services and products.

Despite our efforts to identify, obtain, retain, enforce and protect our intellectual property rights and proprietary information, we cannot be certain that they will be effective or sufficient to prevent the unauthorized access, use, copying, theft or the reverse engineering of our intellectual property and proprietary information for a variety of reasons, including: (a) our inability to detect misappropriation by third parties of our intellectual property; (b) disparate legal protections for intellectual property across different countries; (c) constantly evolving intellectual property legal standards as to the scope of protection, validity, non-infringement, enforceability and infringement defenses; (d) failure to maintain appropriate contractual restrictions and other measures to protect our know-how and trade secrets, or contract breaches by others; (e) failure to identify and obtain patents on patentable innovations; (f) potential invalidation, unenforceability, scope narrowing, dilution and opposition, through litigation and administrative processes both in the U.S. and abroad, of our intellectual property rights; and (g) other business or resource limitations on intellectual property enforcement against third parties.

Our products and services, and the products and services provided to us by third parties, may infringe upon intellectual property rights of third parties, and any infringement claims, whether initiated by or against us, could require us to incur substantial costs, distract our management, or prevent us from conducting our business.

Costly, complex, time-consuming and unpredictable litigation may be necessary to enforce our intellectual property rights, or challenge the purported validity or scope of third-party intellectual property. Further, although we attempt to avoid infringing upon known proprietary rights of third parties, we are subject to the risk of claims alleging infringement of third-party proprietary rights. All intellectual property litigations, even baseless claims, result in significant expense and diversion of resources, our management and time. Any adverse outcome in an intellectual property litigation may materially and adversely affect our brand, business, operations and financial condition, and require us to license the technology of others on unfavorable terms. Additionally, third parties that provide us with products or services that are integral to the conduct of our business may also be subject to similar infringement allegations from others, which could prevent such third parties from continuing to provide these products or services to us. As a result, we may need to undertake work-arounds or substantial reengineering of our products or services in order to continue offering them, and we may not succeed in doing so. Furthermore, a party asserting such an infringement claim could secure a judgment against us that requires us to pay substantial damages, grants such party injunctive relief, or grants other court ordered remedies that could prevent us from conducting our business.

We use third-party open source software in our products and services. Though we have a policy, review board, and review process in place governing the use of open source software, there is a risk that we incorporate into our products and services open source software with onerous licensing terms that purportedly require us to make the source code of our proprietary code, combined with such open source software, available under such license. Furthermore, U.S. courts have not interpreted the terms of various open source licenses, but could interpret them in a manner that imposes unanticipated conditions or restrictions on our products and services. Usage of open source software can lead to greater risks than use of third-party commercial software, given that licensors generally disclaim all warranties on their open source software, and hackers frequently exploit vulnerabilities in open source software. Any use of open source software inconsistent with its license or our policy could harm our business, operations and financial position.

Acquisitions and integrating such acquisitions create certain risks and may affect operating results.

As part of our overall business strategy, we may make acquisitions and strategic investments in companies, technologies or products, or enter joint ventures. In fact, over the last three fiscal years we have completed 10 acquisitions and made strategic investments in seven firms. These transactions and the integration of acquisitions involve a number of risks. The core risks are in the areas of:

- *valuation*: finding suitable businesses to acquire at affordable valuations or on other acceptable terms; competition for acquisitions from other potential acquirors, and negotiating a fair price for the business based on inherently limited due diligence reviews;

- *integration*: managing the complex process of integrating the acquired company's people, products, technology, and other assets, and converting their financial, information security, privacy and other systems and controls to meet our standards, so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition; and

- *legacy issues*: protecting against actions, claims, regulatory investigations, losses, and other liabilities related to the predecessor business.

Also, the process of integrating these businesses may disrupt our business and divert our resources. These risks may arise for a number of reasons including, for example:

- incurring unforeseen obligations or liabilities in connection with such acquisitions;

- devoting unanticipated financial and management resources to an acquired business;

- borrowing money from lenders or selling equity or debt securities to the public to finance future acquisitions on terms that may be adverse to us;

- additional debt incurred to finance an acquisition could impact our liquidity and may cause a credit downgrade;

- loss of clients of the acquired business;

- entering markets where we have minimal prior experience; and

- experiencing decreases in earnings as a result of non-cash impairment charges.

In addition, international acquisitions, such as our 2021 acquisition of Itiviti, often involve additional or increased risks including, for example:

- geographically separated organizations, systems, and facilities;
- integrating personnel with diverse business backgrounds and organizational cultures;
- complying with non-U.S. regulatory requirements;
- enforcing intellectual property rights in some non-U.S. countries; and
- general economic and political conditions.

We have incurred additional debt in connection with the Itiviti acquisition, which could have a negative impact on our financing options and liquidity position, which could in turn adversely affect our business.

As of June 30, 2022, we had $3,793.0 million in aggregate principal amount of total debt. Additionally, our revolving credit facility has a remaining borrowing capacity of $1,475.0 million as of June 30, 2022. Our overall leverage and the terms of our financing arrangements could:

- limit our ability to obtain additional financing in the future for working capital, capital expenditures or acquisitions, to fund growth or for general corporate purposes, even when necessary to maintain adequate liquidity;
- make it more difficult for us to satisfy the terms of our debt obligations;
- limit our ability to refinance our indebtedness on terms acceptable to us, or at all;
- limit our flexibility to plan for and to adjust to changing business and market conditions;
- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to fund future investments, capital expenditures, working capital, business activities and other general corporate requirements; and
- increase our vulnerability to adverse economic or industry conditions.

Our ability to meet expenses and debt service obligations will depend on our future performance, which could be affected by financial, business, economic and other factors. If we are not able to pay our debt service obligations, we may be required to refinance all or part of our debt, sell assets, borrow more money or raise additional equity capital. In addition, if the credit ratings of our outstanding indebtedness are downgraded, or if rating agencies indicate that a downgrade may occur, our business, financial position, and results of operations could be adversely affected and perceptions of our financial strength could be damaged. A downgrade would also have the effect of increasing our borrowing costs and could decrease the availability of funds we are able to borrow, adversely affecting our business, financial position, and results of operations. Further, a downgrade could adversely affect our relationships with our clients.

We may incur non-cash impairment charges in the future associated with our portfolio of intangible assets, including goodwill.

As a result of past acquisitions, we carry a significant goodwill and other acquired intangible assets on our balance sheet. In addition, we also defer certain costs to onboard a client or convert a client's systems to function with our technology. Goodwill, intangible assets, net and deferred client conversion and start-up costs accounted for approximately 71% of the total assets on our balance sheet as of June 30, 2022. We test goodwill for impairment annually as of March 31st and we test goodwill, intangible assets, net and deferred client conversion and start-up costs for impairment at other times if events have occurred or circumstances exist that indicate the carrying value of goodwill may no longer be recoverable. Although no indications of an impairment have been identified, there can be no assurance that we will not incur impairment charges in the future, particularly in the event of a prolonged economic recession or loss of a key client or clients. A significant non-cash impairment could have a material adverse effect on our results of operations.

We operate internationally and our operations could be adversely impacted by local legal, economic, political and other conditions.

A portion of our revenue is generated outside the U.S. and in recent years, we have expanded our operations, entered strategic alliances, and acquired businesses outside the U.S. As a result of our 2021 acquisition of Itiviti, our revenues generated outside the U.S. have increased by 33% and we now operate in 20 countries outside the U.S. Also, our business is highly dependent on the global financial services industry and exchanges and market centers around the world. Compliance with foreign and U.S. laws and regulations that are applicable to our international operations could cause us to incur higher than anticipated costs, and inadequate enforcement of laws or policies such as those protecting intellectual property, could affect our business and the Company's overall results of operations. Our operations also could be affected by economic and political changes in those countries, particularly in those with developing economies, and by macroeconomic changes, including recessions, inflation and currency fluctuations between the U.S. dollar and non-U.S. currencies.

In addition, our operations and our ability to deliver our services to our clients could be adversely impacted if there is instability, disruption or destruction in certain geographic regions, including as a result of natural or man-made disasters, wars, terrorist activities, or any widespread outbreak of an illness or pandemic. For example, the continuation or worsening of the Covid-19 pandemic and its variants, or other local or global health issue, or the broader economic consequences of the conflict in Ukraine could adversely impact our operations and financial results.

Certain of our services may be exposed to risk from our counterparties and third parties.

Our mutual fund and exchange-traded fund processing services and our transfer agency services involve the settlement of transactions on behalf of our clients and third parties. With these activities, we may be exposed to risk in the event our clients, or broker-dealers, banks, clearing organizations, or depositories are unable to fulfill contractual obligations. Failure to settle a transaction may affect our ability to conduct these services or may reduce their profitability as a result of the reputational risk associated with failure to settle.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We operate our business primarily from 47 facilities. We lease 10 production-related facilities in Edgewood, New York; El Dorado Hills, California; South Windsor, Connecticut; Kansas City, Missouri; Dallas, Texas; Coppell, Texas; and Markham, Canada, with a combined space of 2.4 million square feet which are used in connection with our Investor Communication Solutions business. We also lease one facility in Newark, New Jersey, which houses our principal Global Technology and Operations business operations. We lease space at 35 additional locations, subject to customary lease arrangements and which expire on a staggered basis, and we also own one facility in Mount Laurel, NJ. We believe our facilities are currently adequate for their intended purposes and are adequately maintained.

ITEM 3. Legal Proceedings

Currently, there are not any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company is a party or of which any of the Company's property is the subject. In the normal course of business, the Company is subject to claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material impact on its financial condition, results of operations, or cash flows.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II.

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock began trading "regular way" on the NYSE under the symbol "BR" on April 2, 2007. There were 9,274 stockholders of record of the Company's common stock as of August 5, 2022. This figure excludes the beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

Dividend Policy

We expect to pay cash dividends on our common stock. On August 11, 2022, our Board of Directors increased our quarterly cash dividend by $0.085 per share to $0.725 per share, an increase in our expected annual dividend amount from $2.56 to $2.90 per share. The declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board of Directors, and will depend upon many factors, including our financial condition, earnings, capital requirements of our businesses, legal requirements, regulatory constraints, industry practice, and other factors that the Board of Directors deems relevant.

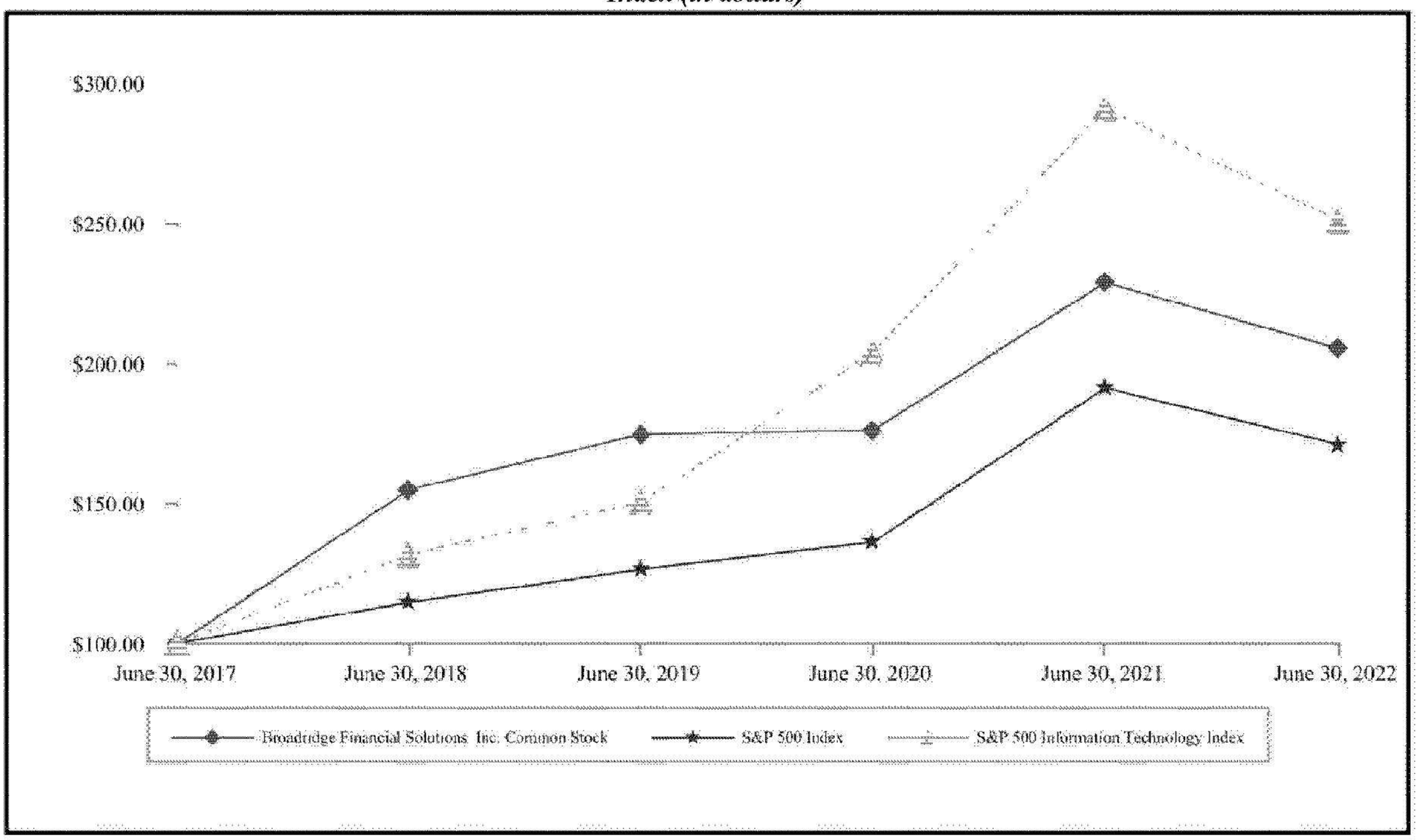
As a holding company, substantially all our assets being comprised of the capital stock of our subsidiaries, our ability to pay dividends will be dependent on our receiving dividends from our operating subsidiaries. Our subsidiaries through which we provide our business process outsourcing and mutual fund processing services, are regulated and may be subject to restrictions on their ability to pay dividends to us. We do not believe that these restrictions are significant enough to impact the Company's ability to pay dividends.

Performance Graph

The following graph compares the cumulative total return on Broadridge common stock from June 30, 2017 to June 30, 2022, with the comparable cumulative return of the: (i) S&P 500 Index and (ii) S&P 500 Information Technology Index. The graph assumes $100 was invested on June 30, 2017 in our common stock and in each of the indices and assumes that all cash dividends are reinvested. The table below the graph shows the dollar value of those investments as of the dates in the graph. The comparisons in the graph are required by the SEC and are not intended to forecast or be indicative of future performance of our common stock.

The following performance graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Exchange Act, each as amended, except to the extent that Broadridge specifically incorporates it by reference into such filing.

Comparison of Five Year Cumulative Total Return Among Broadridge Financial Solutions, Inc., S&P 500 Index, and S&P 500 Information Technology Index (in dollars)



	June 30, 2017	June 30, 2018	June 30, 2019	June 30, 2020	June 30, 2021	June 30, 2022
Broadridge Financial Solutions, Inc. Common Stock	$ 100.00	$ 154.67	$ 174.50	$ 175.77	$ 228.55	$ 205.07
S&P 500 Index	$ 100.00	$ 114.36	$ 126.27	$ 135.73	$ 191.07	$ 170.75
S&P 500 Information Technology Index	$ 100.00	$ 131.30	$ 150.12	$ 204.00	$ 290.48	$ 251.08

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table contains information about our purchases of our equity securities for each of the three months during our fourth fiscal quarter ended June 30, 2022:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2)
April 1, 2022 – April 30, 2022	132,215	$ 156.31	—	9,586,545
May 1, 2022 – May 31, 2022	282	134.93	—	9,586,545
June 1, 2022 – June 30, 2022	—	—	—	9,586,545
Total	132,497	$ 156.26	—	

(1) Includes 132,497 shares purchased from employees to pay taxes related to the vesting of restricted stock units.

(2) During the fiscal quarter ended June 30, 2022, the Company did not repurchase shares of common stock under its share repurchase program. At June 30, 2022, there were 9,586,545 shares remaining available for repurchase under its share repurchase program. Any share repurchases will be made in the open market or privately negotiated transactions in compliance with applicable legal requirements and other factors.

ITEM 6. [Reserved]

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion summarizes the significant factors affecting the results of operations and financial condition of Broadridge during the fiscal years ended June 30, 2022 and 2021, and should be read in conjunction with our Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein. Certain information contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations" are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature and which may be identified by the use of words such as "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be," "on track" and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Our actual results, performance or achievements may differ materially from the results discussed in this Item 7 because of various factors, including those set forth elsewhere herein. See "Forward-Looking Statements" and "Risk Factors" included in Part 1 of this Annual Report on Form 10-K.

The discussion summarizing the significant factors affecting the results of operations and financial condition of Broadridge during the fiscal year ended June 30, 2020 can be found in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year 2021 (the "2021 Annual Report"), which was filed with the Securities and Exchange Commission on August 12, 2021.

DESCRIPTION OF THE COMPANY AND BUSINESS SEGMENTS

Broadridge, a Delaware corporation and a part of the S&P 500® Index, is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds. Our services include investor communications, securities processing, data and analytics, and customer communications solutions. With over 50 years of experience, including 15 years as an independent public company, we provide integrated solutions and an important infrastructure that powers the financial services industry. Our solutions enable better financial lives by powering investing, governance and communications and help reduce the need for our clients to make significant capital investments in operations infrastructure, thereby allowing them to increase their focus on core business activities. Our businesses operate in two reportable segments: Investor Communication Solutions and Global Technology and Operations.

ACQUISITIONS

Assets acquired and liabilities assumed in business combinations are recorded on the Company's Consolidated Balance Sheets as of the respective acquisition date based upon the estimated fair values at such date. The results of operations of the business acquired by the Company are included in the Company's Consolidated Statements of Earnings since the respective date of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed is allocated to Goodwill.

During the fiscal year ended June 30, 2022, there were no material acquisitions.

The following represents the fiscal year 2021 acquisitions:

Fiscal Year 2021 Acquisitions:

Financial information on each transaction is as follows:

	Itiviti	Advisor-Stream	Total
		(in millions)	
Cash payments, net of cash acquired	$ 2,580.4	$ 23.2	$ 2,603.6
Deferred payments, net	—	2.9	2.9
Contingent consideration liability	—	8.5	8.5
Aggregate purchase price	$ 2,580.4	$ 34.5	$ 2,615.0
Net tangible assets acquired / (liabilities assumed)	$ (252.9)	$ (3.3)	$ (256.2)
Goodwill	1,928.7	27.3	1,956.0
Intangible assets	904.6	10.5	915.1
Aggregate purchase price	$ 2,580.4	$ 34.5	$ 2,615.0

Itiviti Holding AB ("Itiviti")

In May 2021, the Company acquired Itiviti, a leading provider of trading and connectivity technology to the capital markets industry. The acquisition of Itiviti extends the Company's back-office capabilities into the front-office and deepens its multi-asset class solutions, better enabling the Company to help its clients adapt to a rapidly evolving marketplace. Itiviti is included in the Company's GTO reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.

AdvisorStream Ltd. ("AdvisorStream")

In June 2021, the Company acquired AdvisorStream, a leading provider of digital engagement and marketing solutions for the global wealth and insurance industries. AdvisorStream's advisor marketing platform enables advisors to drive revenue and growth by providing personalized and consistent client communications. AdvisorStream is included in the Company's GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2024 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.0 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $8.0 million.
- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a five-year life and five-year life, respectively.

BASIS OF PRESENTATION

The Consolidated Financial Statements have been prepared in accordance with GAAP in the U.S. and in accordance with the SEC requirements for Annual Reports on Form 10-K. These financial statements present the consolidated position of the Company and include the entities in which the Company directly or indirectly has a controlling financial interest as well as various entities in which the Company has investments recorded under the equity method of accounting as well as certain marketable and non-marketable securities. Intercompany balances and transactions have been eliminated. Amounts presented may not sum due to rounding. Certain prior period amounts have been reclassified to conform to the current year presentation where applicable.

In presenting the Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Management continually evaluates the accounting policies and estimates used to prepare the Consolidated Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual amounts and results could differ from those estimates made by management. In management's opinion, the Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of results reported. The results of operations reported for the periods presented are not necessarily indicative of the results of operations for subsequent periods.

Beginning with the first quarter of fiscal year 2022, the Company revised the foreign exchange rates used to present segment revenues, segment earnings (loss) before income taxes, and Closed sales, to further allocate the foreign exchange impact to the individual segment revenue and profit metrics. The presentation of segment revenues and earnings (loss) before income taxes for the prior periods provided has been changed to conform to the current period presentation. Total consolidated revenues and earnings before income taxes were not impacted.

Seasonality

Processing and distributing proxy materials and annual reports to investors comprises a large portion of our Investor Communication Solutions business. We process and distribute the greatest number of proxy materials and annual reports during our third and fourth fiscal quarters. The recurring periodic activity of this business is linked to significant filing deadlines imposed by law on public reporting companies. This has caused our revenues, operating income, net earnings, and cash flows from operating activities to be higher in our third and fourth fiscal quarters. The seasonality of our revenues makes it difficult to estimate future operating results based on the results of any specific fiscal quarter and could affect an investor's ability to compare our financial condition, results of operations, and cash flows on a fiscal quarter-by-quarter basis.

CRITICAL ACCOUNTING POLICIES

We continually evaluate the accounting policies and estimates used to prepare the Consolidated Financial Statements. The estimates, by their nature, are based on judgment, available information, and historical experience and are believed to be reasonable. However, actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed below.

Goodwill. We review the carrying value of all our goodwill by comparing the carrying value of our reporting units to their fair values. We are required to perform this comparison at least annually or more frequently if circumstances indicate a possible impairment. When determining fair value of a reporting unit, we utilize the income approach which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates, estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted earnings before interest and taxes, and the selection of the terminal value growth rate and discount rate assumptions. The weighted-average cost of capital takes into account the relative weight of each component of our consolidated capital structure (equity and long-term debt). Our estimates of long-term growth and costs are based on historical data, various internal estimates and a variety of external sources, and are developed as part of our routine, long-range planning process. Changes in economic and operating conditions impacting these assumptions could result in goodwill impairments in future periods. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess not to exceed the total amount of goodwill allocated to that reporting unit. We had $3,484.9 million of goodwill as of June 30, 2022. Given the significance of our goodwill, an adverse change to the fair value of one of our reporting units could result in an impairment charge, which could be material to our earnings.

The Company performs a sensitivity analysis under the goodwill impairment test assuming hypothetical reductions in the fair values of our reporting units. A 10% change in our estimates of projected future operating cash flows, discount rates, or terminal value growth rates used in our calculations of the fair values of the reporting units would not result in an impairment of our goodwill.

Income Taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. Judgment is required in addressing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns (e.g., realization of deferred tax assets, changes in tax laws or interpretations thereof). The Company is subject to regular examination of its income tax returns by the U.S. federal, state and foreign tax authorities. A change in the assessment of the outcomes of such matters could materially impact our Consolidated Financial Statements. The Company has estimated foreign net operating loss carryforwards of approximately $59.5 million as of June 30, 2022 of which $8.8 million are subject to expiration in the June 30, 2023 through June 30, 2042 period. The remaining $50.7 million of carryforwards has an indefinite utilization period. In addition, the Company has estimated U.S. federal net operating loss carryforwards of approximately $41.3 million of which $20.4 million are subject to expiration in the June 30, 2023 through June 30, 2037 period with the balance of $20.9 million having an indefinite utilization period. U.S. federal net operating loss carryforwards resulting from tax losses beginning with the fiscal year ended June 30, 2019 have an indefinite carryforward under the U.S. Tax Cuts and Jobs Act (the "Tax Act"). The Company did not generate federal net operating losses for the fiscal year ended June 30, 2022.

Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets of certain subsidiaries to offset future taxable earnings. The Company has recorded valuation allowances of $10.7 million and $10.5 million at June 30, 2022 and 2021, respectively. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income requires significant judgment and are consistent with the plans and estimates used to manage the underlying businesses.

Share-based Payments. Accounting for stock-based compensation requires the measurement of stock-based compensation expense based on the fair value of the award on the date of grant. We determine the fair value of stock options issued by using a binomial option-pricing model. The binomial option-pricing model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial option-pricing model are based on a combination of implied market volatilities, historical volatility of our stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial option-pricing model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding. Determining these assumptions are subjective and complex, and therefore, a change in the assumptions utilized could impact the calculation of the fair value of our stock options. A hypothetical change of five percentage points applied to the volatility assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $2.5 million change in total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical change of one year in the expected life assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $1.0 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical change of one percentage point in the forfeiture rate assumption used for the fiscal year 2022 stock option grants would result in approximately a $0.1 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period. A hypothetical one-half percentage point change in the dividend yield assumption used to determine the fair value of the fiscal year 2022 stock option grants would result in approximately a $1.0 million change in the total pre-tax stock-based compensation expense for the fiscal year 2022 grants, which would be amortized over the vesting period.

KEY PERFORMANCE INDICATORS

Management focuses on a variety of key indicators to plan, measure and evaluate the Company's business and financial performance. These performance indicators include Revenue and Recurring fee revenue as well as not generally accepted accounting principles measures ("Non-GAAP") of Adjusted Operating income, Adjusted Net earnings, Adjusted earnings per share, Free Cash flow, and Closed sales. In addition, management focuses on select operating metrics specific to Broadridge of Record Growth and Internal Trade Growth, as defined below.

Refer to the section "Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures" for a reconciliation of Adjusted Operating income, Adjusted Net earnings, Adjusted earnings per share, and Free Cash flow to the most directly comparable generally accepted accounting principles ("GAAP") measures, and an explanation for why these Non-GAAP metrics provide useful information to investors and how management uses these Non-GAAP metrics for operational and financial decision-making. Refer to the section "Results of Operations" for a description of Closed sales and an explanation of why Closed sales is a useful performance metric for management and investors.

Revenues

Revenues are primarily generated from fees for processing and distributing investor communications and fees for technology-enabled services and solutions. The Company monitors revenue in each of our two reportable segments as a key measure of success in addressing our clients' needs. Fee revenues are derived from both recurring and event-driven activity. The level of recurring and event-driven activity the Company processes directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. Event-driven fee revenues are based on the number of special events and corporate transactions the Company processes. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. Distribution revenues primarily include revenues related to the physical mailing of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services as well as Matrix administrative services.

Recurring fee revenue growth represents the Company's total annual fee revenue growth, less growth from event-driven fee revenues. We distinguish recurring fee revenue growth between organic and acquired:

- Organic – We define organic revenue as the recurring fee revenue generated from Net New Business and Internal Growth.
- Acquired – We define acquired revenue as the recurring fee revenue generated from acquired services in the first twelve months following the date of acquisition. This type of growth comes as a result of our strategy to purchase, integrate, and leverage the value of assets we acquire.

Revenues and Recurring fee revenue are useful metrics for investors in understanding how management measures and evaluates the Company's ongoing operational performance. See "Results of Operations" as well as Note 2 "Summary of Significant Accounting Policies" and Note 3, "Revenue Recognition" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K.

Record Growth and Internal Trade Growth

The Company uses select operating metrics specific to Broadridge of Record Growth and Internal Trade Growth in evaluating its business results and identifying trends affecting its business. Record Growth is defined as stock record growth and interim record growth which measure the estimated annual change in total positions eligible for equity proxy materials and mutual fund and exchange-traded fund interim communications, respectively, for equities and mutual fund position data reported to Broadridge in both the current and prior year periods. Internal Trade Growth represents the estimated change in daily average trade volumes for Broadridge securities processing clients whose contracts are linked to trade volumes and who were on Broadridge's trading platforms in both the current and prior year periods. Record Growth and Internal Trade Growth are useful non-financial metrics for investors in understanding how management measures and evaluates Broadridge's ongoing operational performance within its Investor Communication Solutions and Global Technology and Operations reportable segments, respectively.

The key performance indicators for the fiscal years ended June 30, 2022, and 2021, are as follows:

Select Operating Metrics

	Years Ended June 30,	
	2022	2021
Record Growth		
Equity proxy	18 %	26 %
Mutual fund interims	14 %	10 %
Internal Trade Growth	1 %	12 %

RESULTS OF OPERATIONS

The following discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments refer to the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The Analysis of Consolidated Statements of Earnings should be read in conjunction with the Analysis of Reportable Segments, which provides a more detailed discussion concerning certain components of the Consolidated Statements of Earnings. Discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments for the fiscal year ended June 30, 2021 compared to the fiscal year ended June 30, 2020 is disclosed in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the 2021 Annual Report.

The following references are utilized in the discussions of Analysis of Consolidated Statements of Earnings and Analysis of Reportable Segments:

"Amortization of Acquired Intangibles and Purchased Intellectual Property" and "Acquisition and Integration Costs" represent certain non-cash amortization expenses associated with acquired intangible assets and purchased intellectual property assets, as well as certain transaction and integration costs associated with the Company's acquisition activities, respectively.

"Gain on Acquisition-Related Financial Instrument" represents a non-operating gain on a financial instrument designed to minimize the Company's foreign exchange risk associated with the acquisition of Itiviti (the "Itiviti Acquisition"), as well as certain other non-operating financing costs associated with the Itiviti Acquisition.

"Internal Growth" is a component of recurring fee revenue and generally reflects year over year changes in existing services to our existing customers' multi-year contracts beyond the initial twelve-month period in which it was included in Net New Business.

"Investment Gains" represents non-operating, non-cash gains on privately held investments.

"Net New Business" refers to recurring revenue from Closed sales for the initial twelve-month contract period after which the client goes live with the Company's service(s), less recurring revenue from client losses.

"Real Estate Realignment and Covid-19 Related Expenses" are comprised of two major components: Real Estate Realignment Expenses, and Covid-19 Related Expenses. Real Estate Realignment Expenses are expenses associated with the exit of certain of the Company's leased facilities in response to the Covid-19 pandemic, which consist of the impairment of certain right of use assets, leasehold improvements and equipment, as well as other related facility exit expenses directly resulting from, and attributable to, the exit of these leased facilities. Covid-19 Related Expenses are direct and incremental expenses incurred by the Company to protect the health and safety of Broadridge associates during the Covid-19 outbreak, including expenses associated with monitoring the temperatures for associates entering our facilities, enhancing the safety of our office environment in preparation for workers to return to Company facilities on a more regular basis, ensuring proper social distancing in our production facilities, personal protective equipment, enhanced cleaning measures in our facilities, and other safety related expenses.

"Russia-Related Exit Costs" are direct and incremental costs associated with the Company's wind down of business activities in Russia in response to Russia's invasion of Ukraine, including relocation-related expenses of impacted associates.

"Software Charge" represents a charge related to an internal use software product that is no longer expected to be used.

The following definitions describe the Company's Revenues:

Fee revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity. In addition, the level of recurring and event-driven activity we process directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. The types of services we provide that comprise event-driven activity are:

- Mutual Fund Proxy: The proxy and related services we provide to mutual funds when certain events occur requiring a shareholder vote including changes in directors, sub-advisors, fee structures, investment restrictions, and mergers of funds.
- Mutual Fund Communications: Mutual fund communications services consist primarily of the distribution on behalf of mutual funds of supplemental information required to be provided to the annual mutual fund prospectus as a result of certain triggering events such as a change in portfolio managers. In addition, mutual fund communications consist of notices and marketing materials such as newsletters.
- Equity Proxy Contests and Specials, Corporate Actions, and Other: The proxy services we provide in connection with shareholder meetings driven by special events such as proxy contests, mergers and acquisitions, and tender/exchange offers.

Event-driven fee revenues are based on the number of special events and corporate transactions we process. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. As such, the timing and level of event-driven activity and its potential impact on revenues and earnings are difficult to forecast.

Generally, mutual fund proxy activity has been subject to a greater level of volatility than the other components of event-driven activity. During fiscal year 2022, mutual fund proxy fee revenues were 57% greater than the prior fiscal year. During fiscal year 2021, mutual fund proxy fee revenues were 17% greater than the prior fiscal year. Although it is difficult to forecast the levels of event-driven activity, we expect that the portion of fee revenues derived from mutual fund proxy activity may continue to experience volatility in the future.

Distribution revenues primarily include revenues related to the physical mailing of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services, as well as Matrix administrative services.

Distribution cost of revenues consists primarily of postage-related expenses incurred in connection with our Investor Communication Solutions segment, as well as Matrix administrative services expenses. These costs are reflected in Cost of revenues.

Closed sales represent an estimate of the expected annual recurring fee revenue for new client contracts that were signed by Broadridge in the current reporting period. Closed sales does not include event-driven or distribution activity. We consider contract terms, expected client volumes or activity, knowledge of the marketplace and experience with our clients, among other factors, when determining the estimate. Management uses Closed sales to measure the effectiveness of our sales and marketing programs, as an indicator of expected future revenues and as a performance metric in determining incentive compensation.

Closed sales is not a measure of financial performance under GAAP, and should not be considered in isolation or as a substitute for revenue or other income statement data prepared in accordance with GAAP. Closed sales is a useful metric for investors in understanding how management measures and evaluates our ongoing operational performance.

The inherent variability of transaction volumes and activity levels can result in some variability of amounts reported as actual achieved Closed sales. Larger Closed sales can take up to 12 to 24 months or longer to convert to revenues, particularly for the services provided by our Global Technology and Operations segment. For the fiscal year ended June 30, 2022, we are reporting Closed sales net of a 5.0% allowance adjustment. For the fiscal year ended June 30, 2021, we reported Closed sales net of a 5.0% allowance adjustment. Consequently, our reported Closed sales amounts will not be adjusted for actual revenues achieved because these adjustments are estimated in the period the sale is reported. We assess this allowance amount at the end of each fiscal year to establish the appropriate allowance for the subsequent year using the trailing five years actual data as the starting point, normalized for outlying factors, if any, to enhance the accuracy of the allowance.

For the fiscal years ended June 30, 2022 and 2021, Closed sales were $281.9 million and $232.1 million, respectively. The fiscal years ended June 30, 2022 and 2021, are net of an allowance adjustment of $14.8 million and $12.2 million, respectively.

Recent Developments

Global Pandemic

The Covid-19 pandemic continues to persist throughout the world including the U.S., India, Canada, Europe and other locations where we operate. To date, the Covid-19 pandemic has negatively impacted the global economy, created significant financial market volatility, disrupted global supply chains, and resulted in a significant number of deaths and infections worldwide. In response to the Covid-19 pandemic, we have taken, and expect to continue to take, measures designed to protect the health of our employees and to minimize our operational disruption and resulting provision of services to our clients.

In fiscal year 2022, there has not been a material impact as a result of Covid-19 on our consolidated revenues and pre-tax income. In addition, all of our production-related facilities remain operational and are continuing to provide ongoing services to our clients. Further, we have not experienced any significant supply-chain issues as our critical vendors have also remained operational and continue to meet their on-going service level requirements. We continue to engage with our clients to assist with their service demands, including our clients' needs for any supplemental operational services and/or changes to existing service requirements in response to the Covid-19 pandemic. See the risk factor titled "*The Covid-19 pandemic may negatively impact our business, results of operations and financial performance*" in Part I, Item 1A "Risk Factors" in this Annual Report.

Conflict in Ukraine

We are monitoring the events related to Russia's invasion of Ukraine and have been actively managing any exposure we may have through a cross-functional taskforce that includes members of our senior management. We have historically had a limited presence in Russia, and we have no presence in Ukraine. We do not store any client data in Russia. Prior to the conflict, we had approximately 280 associates in St. Petersburg, Russia who provide software development and support services for several of our GTO products, less than 2% of our total associates. We have historically provided services to a very small number of Russian entities and subsidiaries of Russian entities. The revenues from those services represented less than 0.1% of our total revenues in fiscal year 2021 and our outstanding accounts receivable from these entities is de minimis. We are in the process of terminating and winding down these relationships and closing our operations in Russia. We are monitoring and believe we are in compliance with all global sanctions arising out of Russia's invasion of Ukraine. We are taking steps to move the services provided in Russia to other locations in Europe and Asia. We have taken actions to enhance our information security defenses in response to the Ukraine conflict. We do not expect the Ukraine conflict and the actions we are taking in response to have a material impact on our core operations or financial results.

ANALYSIS OF CONSOLIDATED STATEMENTS OF EARNINGS

Fiscal Year 2022 Compared to Fiscal Year 2021

The table below presents Consolidated Statements of Earnings data for the fiscal years ended June 30, 2022 and 2021, and the dollar and percentage changes between periods:

	Years Ended June 30,			
			Change	
	2022	2021	($)	(%)
	(in millions, except for per share amounts)			
Revenues	$ 5,709.1	$ 4,993.7	$ 715.3	14
Cost of revenues	4,116.9	3,570.8	546.2	15
Selling, general and administrative expenses	832.3	744.3	88.0	12
Total operating expenses	4,949.2	4,315.0	634.2	15
Operating income	759.9	678.7	81.1	12
Margin	13.3 %	13.6 %		(0.3) pts
Interest expense, net	(84.7)	(55.2)	(29.4)	53
Other non-operating income (expenses), net	(3.0)	72.7	(75.7)	NM
Earnings before income taxes	672.2	696.2	(24.0)	(3)
Provision for income taxes	133.1	148.7	(15.6)	(10)
Effective tax rate	19.8 %	21.4 %		(1.6) pts
Net earnings	$ 539.1	$ 547.5	$ (8.4)	(2)
Basic earnings per share	$ 4.62	$ 4.73	$ (0.11)	(2)
Diluted earnings per share	$ 4.55	$ 4.65	$ (0.10)	(2)
Weighted average shares outstanding:				
Basic	116.7	115.7		
Diluted	118.5	117.8		

NM - Not meaningful

Revenues

The table below presents Consolidated Statements of Earnings data for the fiscal years ended June 30, 2022 and 2021, and the dollar and percentage changes between periods:

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Recurring fee revenues	$ 3,749.3	$ 3,228.3	$ 521.1	16
Event-driven fee revenues	269.6	235.5	34.1	14
Distribution revenues	1,717.6	1,549.5	168.1	11
Foreign currency exchange	(27.4)	(19.5)	(7.9)	41
Total	$ 5,709.1	$ 4,993.7	$ 715.3	14

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	4pts	5pts	7pts	16 %

Revenues increased $715.3 million, or 14%, to $5,709.1 million from $4,993.7 million.

- Recurring fee revenues increased $521.1 million inclusive of 4pts of growth from onboarding of Net New Business, and 5pts from Internal Growth. The growth in Net New Business contributed to growth in both ICS and GTO recurring fee revenues, while Internal Growth contributed 5pts driven by higher volumes in our ICS business from equity proxy Record Growth of 18% and mutual fund interims Record Growth of 14%. Growth from acquisitions was 7pts, most notably from our recent Itiviti Acquisition which closed in May 2021.
- Event-driven fee revenues increased $34.1 million, or 14%, primarily due to increased mutual fund proxy activity.
- Higher distribution revenues of $168.1 million were primarily driven by increased mail volumes of $93.9 million, primarily customer communications, and $74.2 million driven by higher postage rates.

Total operating expenses. Operating expenses increased $634.2 million, or 15%, to $4,949.2 million from $4,315.0 million as a result of an increase in both cost of revenues and selling, general and administrative expenses:

- Cost of revenues - The increase of $546.2 million in cost of revenues primarily reflects the impact of operating costs from acquisitions and related amortization expense totaling $235.2 million primarily driven by the Itiviti Acquisition in May of 2021, and higher volume related expenses including postage and distribution costs, and Nominees remittances, totaling $209.2 million due to higher Investor Communication Solutions segment revenues.
- Selling, general and administrative expenses - The increase of $88.0 million in selling, general, and administrative expenses primarily reflects the impact of acquisitions of $55.5 million primarily driven by the Itiviti Acquisition in May of 2021, and higher compensation of $38.2 million.

Interest expense, net. Interest expenses, net, was $84.7 million, an increase of $29.4 million from $55.2 million in the fiscal year ended June 30, 2021. The increase of $29.4 million was primarily due to an increase in debt outstanding related to the Itiviti Acquisition.

Other non-operating income (expenses), net. Other non-operating expense, net for the fiscal year ended June 30, 2022 was $3.0 million, a decrease of $75.7 million, compared to $72.7 million of Other non-operating income, net for the fiscal year ended June 30, 2021. The decrease was primarily due to the Gain on Acquisition-Related Financial Instrument of $62.1 million in the prior year period.

Provision for income taxes.

- Effective tax rate for the fiscal year ended June 30, 2022 - 19.8%.
- Effective tax rate for the fiscal year ended June 30, 2021 - 21.4%.

The decrease in the effective tax rate for the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021 was driven by higher total discrete tax items, in addition to higher excess tax benefits related to equity compensation, compared to the prior year period.

ANALYSIS OF REPORTABLE SEGMENTS

Broadridge has two reportable segments: (1) Investor Communication Solutions and (2) Global Technology and Operations.

The primary component of "Other" are certain gains, losses, corporate overhead expenses and non-operating expenses that have not been allocated to the reportable segments, such as interest expense. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the constant foreign currency exchange rates used for internal management reporting.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related operating and non-operating expense items in Other rather than reflect such items in segment profit.

Revenues

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$ 4,262.1	$ 3,827.0	$ 435.1	11
Global Technology and Operations	1,474.4	1,186.2	288.2	24
Foreign currency exchange	(27.4)	(19.5)	(7.9)	41
Total	$ 5,709.1	$ 4,993.7	$ 715.3	14

Earnings Before Income Taxes

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$ 726.3	$ 596.0	$ 130.2	22
Global Technology and Operations	139.5	200.3	(60.8)	(30)
Other	(188.9)	(90.1)	(98.8)	110
Foreign currency exchange	(4.7)	(10.1)	5.4	(53)
Total	$ 672.2	$ 696.2	$ (24.0)	(3)

The amount of amortization of acquired intangibles and purchased intellectual property by segment is as follows:

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Investor Communication Solutions	$ 69.3	$ 86.8	$ (17.5)	(20)
Global Technology and Operations	189.3	67.6	121.7	180
Other	—	1.5	(1.5)	(100)
Foreign currency exchange	(8.4)	(2.3)	(6.1)	NM
Total	$ 250.2	$ 153.7	$ 96.5	63

NM - Not meaningful

Investor Communication Solutions

Fiscal Year 2022 Compared to Fiscal Year 2021

Revenues increased $435.1 million to $4,262.1 million from $3,827.0 million, and earnings before income taxes increased $130.2 million to $726.3 million from $596.0 million.

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Revenues				
Recurring fee revenues	$ 2,275.0	$ 2,042.1	$ 232.9	11
Event-driven fee revenues	269.6	235.5	34.1	14
Distribution revenues	1,717.6	1,549.5	168.1	11
Total	$ 4,262.1	$ 3,827.0	$ 435.1	11
Earnings before Income Taxes				
Earnings before income taxes	$ 726.3	$ 596.0	$ 130.2	22
Pre-tax Margin	17.0 %	15.6 %		

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	5pts	7pts	0pts	11 %

For the fiscal year ended June 30, 2022:

- Recurring fee revenues grew 11% driven by 5pts from Net New Business and 7pts of Internal Growth. Internal Growth was driven by higher volumes including equity proxy Record Growth of 18% and mutual fund interims Record Growth of 14%.
- Event-driven fee revenues grew 14% primarily due to increased volume of mutual fund proxy activity.
- Higher distribution revenues of $168.1 million were primarily driven by increased mail volumes of $93.9 million, primarily customer communications, and $74.2 million driven by higher postage rates.
- The earnings increase of $130.2 million, or 22% to $726.3 million was driven by higher recurring and event-driven fee revenues. Segment operating expenses rose 9%, or $304.8 million, to $3,535.8 million, primarily driven by distribution and other revenue related expenses. Amortization expense from acquired intangibles decreased by $17.5 million to $69.3 million from $86.8 million in the prior period.
- Pre-tax margins increased by 1.4 percentage points to 17.0% from 15.6%.

Global Technology and Operations

Fiscal Year 2022 Compared to Fiscal Year 2021

Revenues increased $288.2 million to $1,474.4 million from $1,186.2 million, and earnings before income taxes decreased $60.8 million to $139.5 million from $200.3 million.

	Years Ended June 30,			
			Change	
	2022	2021	$	%
	($ in millions)			
Revenues				
Recurring fee revenues	$ 1,474.4	$ 1,186.2	$ 288.2	24
Earnings before Income Taxes				
Earnings before income taxes	$ 139.5	$ 200.3	$ (60.8)	(30)
Pre-tax Margin	9.5 %	16.9 %		

	Points of Growth			
	Net New Business	Internal Growth	Acquisitions	Total
Recurring fee revenue Growth Drivers	4pts	1pt	19pts	24 %

For the fiscal year ended June 30, 2022:

- Recurring fee revenues increased $288.2 million, or 24%, to $1,474.4 million. The growth was driven by 19pts of growth from acquisitions, primarily Itiviti, as well as 4pts of Net New Business from onboarding of new clients.
- The earnings decrease of $60.8 million was primarily driven by $290.7 million in operating costs from acquisitions primarily as a result of the Itiviti Acquisition, as compared to revenue from acquisitions of $228.2 million. Amortization expense from acquired intangibles increased by $121.7 million to $189.3 million in fiscal year 2022 from $67.6 million in the prior year period.
- Pre-tax margins decreased by 7.4 percentage points to 9.5% from 16.9%.

Other

Loss before income taxes was $188.9 million for the fiscal year ended June 30, 2022, an increase of $98.8 million, or 110%, compared to $90.1 million for the fiscal year ended June 30, 2021.

- The increased loss before income taxes was primarily due to (i) the absence of the Gain on Acquisition-Related Financial Instrument of $62.1 million in the prior year period, and (ii) higher interest expense of $29.4 million due to an increase in average debt outstanding related to the Itiviti Acquisition.

Explanation and Reconciliation of the Company's Use of Non-GAAP Financial Measures

The Company's results in this Annual Report on Form 10-K are presented in accordance with U.S. GAAP except where otherwise noted. In certain circumstances, Non-GAAP results have been presented. These Non-GAAP measures are Adjusted Operating income, Adjusted Operating income margin, Adjusted Net earnings, Adjusted earnings per share, and Free cash flow. These Non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results.

The Company believes our Non-GAAP financial measures help investors understand how management plans, measures and evaluates the Company's business performance. Management believes that Non-GAAP measures provide consistency in its financial reporting and facilitates investors' understanding of the Company's operating results and trends by providing an additional basis for comparison. Management uses these Non-GAAP financial measures to, among other things, evaluate our ongoing operations, for internal planning and forecasting purposes and in the calculation of performance-based compensation. In addition, and as a consequence of the importance of these Non-GAAP financial measures in managing our business, the Company's Compensation Committee of the Board of Directors incorporates Non-GAAP financial measures in the evaluation process for determining management compensation.

Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted Net Earnings and Adjusted Earnings Per Share

These Non-GAAP measures reflect Operating income, Operating income margin, Net earnings, and Diluted earnings per share, as adjusted to exclude the impact of certain costs, expenses, gains and losses and other specified items the exclusion of which management believes provides insight regarding our ongoing operating performance. Depending on the period presented, these adjusted measures exclude the impact of certain of the following items: (i) Amortization of Acquired Intangibles and Purchased Intellectual Property, (ii) Acquisition and Integration Costs, (iii) Real Estate Realignment and Covid-19 Related Expenses, (iv) Russia-Related Exit Costs, (v) Investment Gains, (vi) Software Charge, and (vii) Gain on Acquisition-Related Financial Instrument. Amortization of Acquired Intangibles and Purchased Intellectual Property represents non-cash amortization expenses associated with the Company's acquisition activities. Acquisition and Integration Costs represent certain transaction and integration costs associated with the Company's acquisition activities. Real Estate Realignment and Covid-19 Related Expenses are comprised of two major components: Real Estate Realignment Expenses, and Covid-19 Related Expenses. Real Estate Realignment Expenses are expenses associated with the exit of certain of the Company's leased facilities in response to the Covid-19 pandemic, which consist of the impairment of certain right of use assets, leasehold improvements and equipment, as well as other related facility exit expenses directly resulting from, and attributable to, the exit of these leased facilities. Covid-19 Related Expense are direct and incremental expenses incurred by the Company to protect the health and safety of Broadridge associates during the Covid-19 outbreak, including expenses associated with monitoring the temperatures for associates entering our facilities, enhancing the safety of our office environment in preparation for workers to return to Company facilities on a more regular basis, ensuring proper social distancing in our production facilities, personal protective equipment, enhanced cleaning measures in our facilities, and other safety related expenses. Russia-Related Exit Costs are direct and incremental costs associated with the Company's wind down of business activities in Russia in response to Russia's invasion of Ukraine, including relocation-related expenses of impacted associates. Investment Gains represent non-operating, non-cash gains on privately held investments. Software Charge represents a charge related to an internal use software product that is no longer expected to be used. Gain on Acquisition-Related Financial Instrument represents a non-operating gain on a financial instrument designed to minimize the Company's foreign exchange risk associated with the Itiviti Acquisition, as well as certain other non-operating financing costs associated with the Itiviti Acquisition.

We exclude Acquisition and Integration Costs, Real Estate Realignment and Covid-19 Related Expenses, Russia-Related Exit Costs, Investment Gains, the Software Charge, and the Gain on Acquisition-Related Financial Instrument from our Adjusted Operating income (as applicable) and other adjusted earnings measures because excluding such information provides us with an understanding of the results from the primary operations of our business and enhances comparability across fiscal reporting periods, as these items are not reflective of our underlying operations or performance. We also exclude the impact of Amortization of Acquired Intangibles and Purchased Intellectual Property, as these non-cash amounts are significantly impacted by the timing and size of individual acquisitions and do not factor into the Company's capital allocation decisions, management compensation metrics or multi-year objectives. Furthermore, management believes that this adjustment enables better comparison of our results as Amortization of Acquired Intangibles and Purchased Intellectual Property will not recur in future periods once such intangible assets have been fully amortized. Although we exclude Amortization of Acquired Intangibles and Purchased Intellectual Property from our adjusted earnings measures, our management believes that it is important for investors to understand that these intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets.

Free Cash Flow

In addition to the Non-GAAP financial measures discussed above, we provide Free cash flow information because we consider Free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated that could be used for dividends, share repurchases, strategic acquisitions, other investments, as well as debt servicing. Free cash flow is a Non-GAAP financial measure and is defined by the Company as Net cash flows provided by operating activities plus Proceeds from asset sales, less Capital expenditures as well as Software purchases and capitalized internal use software.

Set forth below is a reconciliation of such Non-GAAP measures to the most directly comparable GAAP measures (unaudited):

	Years ended June 30,	
	2022	2021
	(in millions)	
Operating income (GAAP)	$ 759.9	$ 678.7
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	250.2	153.7
Acquisition and Integration Costs	24.5	18.1
Real Estate Realignment and Covid-19 Related Expenses (a)	30.5	45.3
Russia-Related Exit Costs	1.4	—
Software Charge	—	6.0
Adjusted Operating income (Non-GAAP)	$ 1,066.4	$ 901.8
Operating income margin (GAAP)	13.3 %	13.6 %
Adjusted Operating income margin (Non-GAAP)	18.7 %	18.1 %

	Years ended June 30,	
	2022	2021
	(in millions)	
Net earnings (GAAP)	$ 539.1	$ 547.5
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	250.2	153.7
Acquisition and Integration Costs	24.5	18.1
Real Estate Realignment and Covid-19 Related Expenses (a)	30.5	45.3
Russia-Related Exit Costs	1.4	—
Software Charge	—	6.0
Investment Gains	(14.2)	(8.7)
Gain on Acquisition-Related Financial Instrument	—	(62.1)
Subtotal of adjustments	292.3	152.2
Tax impact of adjustments (c)	(65.7)	(33.2)
Adjusted Net earnings (Non-GAAP)	$ 765.7	$ 666.5

	Years ended June 30,	
	2022	2021
Diluted earnings per share (GAAP)	$ 4.55	$ 4.65
Adjustments:		
Amortization of Acquired Intangibles and Purchased Intellectual Property	2.11	1.30
Acquisition and Integration Costs	0.21	0.15
Real Estate Realignment and Covid-19 Related Expenses (b)	0.26	0.38
Russia-Related Exit Costs	0.01	—
Software Charge	—	0.05
Investment Gains	(0.12)	(0.07)
Gain on Acquisition-Related Financial Instrument	—	(0.53)
Subtotal of adjustments	2.47	1.29
Tax impact of adjustments (c)	(0.55)	(0.28)
Adjusted earnings per share (Non-GAAP)	$ 6.46	$ 5.66

(a) Real Estate Realignment Expenses were $23.0 million and $29.6 million for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses were $7.5 million and $15.7 million for the fiscal years ended June 30, 2022 and 2021, respectively.

(b) Real Estate Realignment Expenses impacted Adjusted earnings per share by $0.19 and $0.25 for the fiscal years ended June 30, 2022 and 2021, respectively. Covid-19 Related Expenses impacted Adjusted earnings per share by $0.06 and $0.13 for the fiscal years ended June 30, 2022 and 2021, respectively.

(c) Calculated using the GAAP effective tax rate, adjusted to exclude $18.1 million of excess tax benefits ("ETB") associated with stock-based compensation for the fiscal year ended June 30, 2022, and $16.9 million of ETB associated with stock-based compensation for the fiscal year ended June 30, 2021. The tax impact of adjustments also excludes approximately $10.6 million of Acquisition and Integration Costs for the fiscal year ended June 30, 2021, which are not tax-deductible. For purposes of calculating the Adjusted earnings per share, the same adjustments were made on a per share basis.

	Years ended June 30,	
	2022	2021
	(in millions)	
Net cash flows provided by operating activities (GAAP)	$ 443.5	$ 640.1
Capital expenditures and Software purchases and capitalized internal use software	(73.1)	(100.7)
Proceeds from asset sales	—	18.0
Free cash flow (Non-GAAP)	$ 370.4	$ 557.3

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Cash and cash equivalents:		
Domestic cash	$ 43.4	$ 40.9
Cash held by foreign subsidiaries	114.3	159.8
Cash held by regulated entities	67.0	73.8
Total cash and cash equivalents	$ 224.7	$ 274.5

At June 30, 2022 and 2021, Cash and cash equivalents were $224.7 million and $274.5 million, respectively. Total stockholders' equity was $1,919.1 million and $1,809.1 million at June 30, 2022 and 2021, respectively. At the current time, and in future periods, we expect cash generated by our operations, together with existing cash, cash equivalents, and borrowings from the capital markets, to be sufficient to cover cash needs for working capital, capital expenditures, strategic acquisitions, dividends and common stock repurchases. Given the volatility in the rapidly changing market and economic conditions related to the Covid-19 pandemic, we will continue to evaluate the nature and extent of the impact of the Covid-19 pandemic on our business and financial position.

We expect existing domestic cash, cash equivalents, cash flows from operations and borrowing capacity to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities, such as regular quarterly dividends, debt repayment schedules, and material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future. In addition, we expect existing foreign cash, cash equivalents, cash flows from operations and borrowing capacity to continue to be sufficient to fund our foreign operating activities and cash commitments for investing activities, such as material capital expenditures, for at least the next 12 months and thereafter for the foreseeable future. If these funds are needed for our operations in the U.S., we may be required to pay additional foreign taxes to repatriate these funds. However, while we may do so at a future date, the Company does not need to repatriate future foreign earnings to fund U.S. operations.

Outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Expiration Date	Principal amount outstanding at June 30, 2022	Carrying value at June 30, 2022	Carrying value at June 30, 2021	Unused Available Capacity	Fair Value at June 30, 2022
				(in millions)		
Long-term debt						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 25.0	$ 25.0	$ 20.0	$ 1,075.0	$ 25.0
Multicurrency tranche	April 2026	—	—	94.4	400.0	—
Total Revolving Credit Facility		$ 25.0	$ 25.0	$ 114.4	$ 1,475.0	$ 25.0
Fiscal 2021 Term Loans	May 2024	$ 1,540.0	$ 1,535.8	$ 1,543.4	$ —	$ 1,540.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 497.4	$ 496.7	$ —	$ 484.3
Fiscal 2020 Senior Notes	December 2029	750.0	743.4	742.5	—	658.0
Fiscal 2021 Senior Notes	May 2031	1,000.0	991.5	990.6	—	837.5
Total Senior Notes		$ 2,250.0	$ 2,232.3	$ 2,229.8	$ —	$ 1,979.8
Total debt		$ 3,815.0	$ 3,793.0	$ 3,887.6	$ 1,475.0	$ 3,544.8

Future principal payments on the Company's outstanding debt are as follows:

Years ending June 30,	2023	2024	2025	2026	2027	Thereafter	Total
(in millions)	$ —	$ 1,540.0	$ —	$ 525.0	$ —	$ 1,750.0	$ 3,815.0

The Company has a $1.5 billion five-year revolving credit facility (the "Fiscal 2021 Revolving Credit Facility"), which is comprised of a $1.1 billion U.S. dollar tranche and a $400.0 million multicurrency tranche. Under the Fiscal 2021 Revolving Credit Facility, revolving loans denominated in U.S. Dollars, Canadian Dollars, Euro, Yen, and Swedish Kronor initially bear interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) and revolving loans denominated in Sterling initially bear interest at SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings). The Fiscal 2021 Revolving Credit Facility also has an annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings).

In March 2021, the Company entered into a term credit agreement, as amended on December 23, 2021 ("Term Credit Agreement"), providing for term loan commitments in an aggregate principal amount of $2.55 billion, comprised of a $1.0 billion tranche ("Tranche 1") and a $1.55 billion tranche ("Tranche 2," together with Tranche 1, the "Fiscal 2021 Term Loans"). The Tranche 1 Loans were repaid in full in May 2021. The Tranche 2 Loans will mature in May 2024 on the third anniversary of the Funding Date. The proceeds of the Fiscal 2021 Term Loans were used by the Company to solely finance the Itiviti Acquisition and pay certain fees and expenses in connection therewith. Interest on the outstanding portion of the Fiscal 2021 Term Loans bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings).

In June 2016, the Company completed an offering of $500.0 million in aggregate principal amount of senior notes (the "Fiscal 2016 Senior Notes"). Interest on the Fiscal 2016 Senior Notes is payable semiannually on June 27 and December 27 of each year based on a fixed per annum rate equal to 3.40%. In December 2019, the Company completed an offering of $750.0 million in aggregate principal amount of senior notes (the "Fiscal 2020 Senior Notes"). Interest on the Fiscal 2020 Senior Notes is payable semiannually on June 1 and December 1 of each year based on a fixed per annum rate equal to 2.90%. In May 2021, the Company completed an offering of $1 billion in aggregate principal amount of senior notes (the "Fiscal 2021 Senior Notes"). Interest on the Fiscal 2021 Senior Notes is payable semi-annually in arrears on May 1 and November 1 of each year based on a fixed per annum rate equal to 2.60%.

The Fiscal 2021 Revolving Credit Facility, Fiscal 2021 Term Loans, Fiscal 2016 Senior Notes, Fiscal 2020 Senior Notes and Fiscal 2021 Senior Notes are senior unsecured obligations of the Company and are ranked equally in right of payment.

Our liquidity position may be negatively affected by changes in general economic conditions, regulatory requirements and access to the capital markets, which may be limited if we were to fail to renew any of the credit facilities on their renewal dates or if we were to fail to meet certain ratios.

Please refer to Note 13, "Borrowings" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a more detailed discussion.

Cash Flows

Fiscal Year 2022 Compared to Fiscal Year 2021

	Years Ended June 30,		
	2022	2021	$ Change
	(in millions)		
Net cash flows provided by operating activities	$ 443.5	$ 640.1	$ (196.6)
Net cash flows used in investing activities	(110.4)	(2,653.7)	2,543.3
Net cash flows provided by (used in) financing activities	(370.8)	1,797.8	(2,168.5)
Effect of exchange rate changes on Cash and cash equivalents	(12.2)	13.8	(26.0)
Net change in Cash and cash equivalents	$ (49.9)	$ (202.1)	$ 152.2
Free cash flow:			
Net cash flows provided by operating activities (GAAP)	$ 443.5	$ 640.1	$ (196.6)
Capital expenditures and Software purchases and capitalized internal use software	(73.1)	(100.7)	27.6
Proceeds from asset sales	—	18.0	(18.0)
Free cash flow (Non-GAAP)	$ 370.4	$ 557.3	$ (186.9)

The decrease in cash provided by operating activities of $196.6 million was primarily due to increased scaling of client-related platform implementation and development as well as higher cash used in working capital, partially offset by higher net non-cash add-backs including higher amortization of acquired intangibles and purchased intellectual property.

The decrease in cash used in investing activities of $2,543.3 million primarily reflects lower acquisition spend in fiscal year 2022 compared to the prior year period, most notably the Itiviti Acquisition, partially offset by the fiscal year 2021 $66.7 million forward foreign exchange derivative inflow associated with the Itiviti Acquisition that did not recur in fiscal year 2022.

The increase in cash used in financing activities of $2,168.5 million primarily reflects lower borrowings net of repayments, most notably to finance the Itiviti Acquisition in the prior year period.

Income Taxes

The Company, headquartered in the U.S., is routinely examined by the IRS and is also routinely examined by the tax authorities in the U.S. states and foreign countries in which it conducts business. The tax years under audit examination vary by tax jurisdiction. The Company regularly considers the likelihood of assessments in each of the jurisdictions resulting from examinations. To the extent the Company determines it has potential tax assessments in particular tax jurisdictions, the Company has established tax reserves which it believes are adequate in relation to the potential assessments. Once established, reserves are adjusted when there is more information available, when an event occurs necessitating a change to the reserves or the statute of limitations for the relevant taxing authority to examine the tax position has expired. The resolution of tax matters should not have a material effect on the financial condition of the Company or on the Company's Consolidated Statements of Earnings for a particular future period.

Defined Benefit Pension Plans

The Company sponsors a Supplemental Officer Retirement Plan (the "SORP"). The SORP is a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key officers upon retirement based upon the officers' years of service and compensation. The SORP was closed to new participants beginning in fiscal year 2015. The Company also sponsors a Supplemental Executive Retirement Plan (the "SERP"). The SERP is also a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key executives upon retirement based upon the executives' years of service and compensation. The SERP was closed to new participants beginning in fiscal year 2015.

The SORP and SERP are effectively funded with assets held in a Rabbi Trust. The assets invested in the Rabbi Trust are to be used in part to fund benefit payments to participants under the terms of the plans. The Rabbi Trust is irrevocable and no portion of the trust funds may be used for any purpose other than the delivery of those assets to the participants, except that assets held in the Rabbi Trust would be subject to the claims of the Company's general creditors in the event of bankruptcy or insolvency of the Company. The SORP and SERP are nonqualified plans for federal tax purposes and for purposes of Title I of ERISA. The Rabbi Trust assets had a value of $55.6 million at June 30, 2022 and $62.6 million at June 30, 2021 and are included in Other non-current assets in the accompanying Consolidated Balance Sheets.

The benefit obligation to the Company under these plans at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
SORP	$ 51.6	$ 59.5
SERP	5.4	6.4
Total	$ 57.0	$ 65.9

Other Post-retirement Benefit Plan

The Company sponsors an Executive Retiree Health Insurance Plan. It is a post-retirement benefit plan pursuant to which the Company helps defray the health care costs of certain eligible key executive retirees and qualifying dependents, based upon the retirees' age and years of service, until they reach the age of 65. The plan is currently unfunded.

The benefit obligation to the Company under this plan at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
Executive Retiree Health Insurance Plan	$ 4.0	$ 3.7

Other Post-employment Benefit Obligations

The Company sponsors certain non-US benefits-related plans covering certain eligible international employees who are eligible under the terms of their employment in their respective countries. These plans are generally unfunded.

The benefit obligation to the Company under these plans at June 30, 2022 and 2021 was:

	Years ended June 30,	
	2022	2021
	(in millions)	
Other Non-US Benefits-Related Plans	$ 9.8	$ 9.1

Contractual Obligations

The following table summarizes our contractual obligations to third parties as of June 30, 2022 and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years
			(in millions)		
Debt(1)	$ 3,815.0	$ —	$ 1,540.0	$ 525.0	$ 1,750.0
Interest and facility fee on debt(2)	539.6	105.3	167.6	114.4	152.3
Facility and equipment operating leases(3)	309.0	48.2	80.7	64.1	116.0
Purchase obligations(4)	655.2	151.7	241.8	187.7	73.9
Acquisition deferred payments(5)	3.2	3.2	—	—	—
Capital commitment to fund investment(6)	—	—	—	—	—
Uncertain tax positions(7)	—	—	—	—	—
Total(8)	$ 5,322.0	$ 308.5	$ 2,030.1	$ 891.2	$ 2,092.2

(1) These amounts represent the principal repayments of Long-term debt and are included on our Consolidated Balance Sheets. See Note 13, "Borrowings" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Borrowings and related matters.

(2) Includes estimated future interest payments on our long-term debt and interest and facility fee on the revolving credit facility.

(3) We enter into operating leases in the normal course of business relating to facilities and equipment. The majority of our lease agreements have fixed payment terms based on the passage of time. Certain facility and equipment leases require payment of maintenance, real estate taxes and related executory costs, and contain escalation provisions based on future adjustments in price indices. Our future operating lease obligations could change if we exit certain contracts and if we enter into additional operating lease agreements. See Note 8, "Leases" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional information about our Leases and related matters.

(4) Purchase obligations relate to payments to Kyndryl, Inc. related to the Amended IT Services Agreement (as described below) that expires in fiscal year 2027, the Private Cloud Agreement (as described below) that expires in fiscal year 2030, the Amended EU IT Services Agreement (as described below) that expires in fiscal year 2029, the AWS Cloud Agreement (as described below) that expires in fiscal year 2027, as well as software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements, and certain other related arrangements. Purchase obligations also includes $25.4 million of other liabilities recorded on the Company's Consolidated Balance Sheet as of June 30, 2022.

(5) Deferred payment obligation primarily associated with the Company's acquisition of AdvisorStream.

(6) The Company has a future commitment to fund $0.9 million to an investee that is not included in the table above due to the uncertainty of the timing of this future payment.

(7) Due to the uncertainty related to the timing of the reversal of uncertain tax positions, only uncertain tax benefits related to certain settlements have been provided in the table above. The Company is unable to make reasonably reliable estimates related to the timing of the remaining gross unrecognized tax benefit liability of $61.4 million (inclusive of interest). See Note 17, "Income Taxes" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for further detail.

(8) Certain post-employment benefit obligations reported in our Consolidated Balance Sheets in the amount of $70.8 million as of June 30, 2022 were not included in the table above due to the uncertainty of the timing of these future payments.

Data Center Agreements

In March 2010, the Company and International Business Machines Corporation ("IBM") entered into an Information Technology Services Agreement (the "IT Services Agreement"), under which IBM provided certain aspects of the Company's information technology infrastructure. Under the IT Services Agreement, IBM provided a broad range of technology services to the Company, including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The migration of data center processing to IBM was completed in August 2012. In December 2019, the Company and IBM amended and restated the IT Services Agreement (the "Amended IT Services Agreement"), which now expires on June 30, 2027. The Company has the option of incorporating additional services into the Amended IT Services Agreement over time. The Company may renew the term of the Amended IT Services Agreement for up to one additional 12-month period. On July 28, 2021, the Company entered into a novation agreement with IBM (the "U.S. Novation Agreement") pursuant to which IBM novated the Amended IT Services Agreement to Kyndryl, Inc., an entity formed in connection with IBM's spin-off of its managed infrastructure services business ("Kyndryl"), effective September 1, 2021. Fixed minimum commitments remaining under the Amended IT Services Agreement at June 30, 2022 are $145.8 million through fiscal year 2027, the final year of the Amended IT Services Agreement.

In December 2019, the Company and IBM entered into an information technology agreement for private cloud services (the "Private Cloud Agreement") under which IBM will operate, manage and support the Company's private cloud global distributed platforms and products, and operate and manage certain Company networks. The Private Cloud Agreement has an initial term of approximately 10 years and three months, expiring on March 31, 2030. As a result of the Private Cloud Agreement, the Company transferred certain of its employees in April 2020 to IBM and its affiliates, and such transferred employees are expected to continue providing services to the Company on behalf of IBM under the Private Cloud Agreement. Pursuant to the Private Cloud Agreement, the Company agreed to transfer the ownership of certain Company-owned hardware (the "Hardware") located at Company facilities worldwide to IBM. The transfer of the Hardware and Maintenance Contracts to IBM closed on September 30, 2020 for a selling price of $18.0 million. On July 28, 2021, IBM novated the Private Cloud Agreement to Kyndryl, effective September 1, 2021, pursuant to the U.S. Novation Agreement. Fixed minimum commitments remaining under the Private Cloud Agreement at June 30, 2022 are $175.2 million through March 31, 2030, the final year of the contract.

In March 2014, the Company and IBM United Kingdom Limited ("IBM UK") entered into an Information Technology Services Agreement (the "EU IT Services Agreement"), under which IBM UK provides data center services supporting the Company's technology outsourcing services for certain clients in Europe and Asia. The EU IT Services Agreement would have expired in October 2023. In December 2019, the Company amended the existing EU IT Services Agreement whereby the Company will migrate from the existing dedicated on-premises solution to a managed Broadridge private cloud environment provided by IBM, as well as extended the term of the EU IT Services Agreement to June 2029 (the "Amended EU IT Services Agreement"). The Company has the right to renew the term of the Amended EU IT Services Agreement for up to one additional 12-month period or one additional 24-month period. On August 19, 2021, the Company entered into a novation agreement with IBM UK pursuant to which IBM UK novated the EU IT Services Agreement to Kyndryl UK Limited, effective September 1, 2021. Fixed minimum commitments remaining under the Amended EU IT Services Agreement at June 30, 2022 are $26.0 million through fiscal year 2029, the final year of the contract.

The following table summarizes the capitalized costs related to these agreements as of June 30, 2022:

	Amended IT Services Agreement	Amended EU IT Services Agreement	Total
		(in millions)	
Capitalized costs, beginning balance	$ 62.8	$ 9.0	$ 71.8
Capitalized costs incurred	0.3	—	0.3
Impact of foreign currency exchange	—	(1.4)	(1.4)
Total capitalized costs, ending balance	63.0	7.6	70.7
Total accumulated amortization	(46.6)	(5.4)	(52.0)
Net Deferred Kyndryl Costs	$ 16.4	$ 2.3	$ 18.7

Cloud Services Resale Agreement

On December 31, 2021, the Company and Presidio Networked Solutions LLC ("Presidio"), a reseller of services of Amazon Web Services, Inc. and its affiliates (collectively, "AWS"), entered into an Order Form and AWS Private Pricing Addendum, dated December 31, 2021 (the "Order Form"), to the Cloud Services Resale Agreement, dated December 15, 2017, as amended (together with the Order Form, the "AWS Cloud Agreement"), whereby Presidio will resell to the Company certain public cloud infrastructure and related services provided by AWS for the operation, management and support of the Company's cloud global distributed platforms and products. The AWS Cloud Agreement expires on December 31, 2026. Fixed minimums remaining under the AWS Cloud Agreement at June 30, 2022 are $226.8 million in the aggregate through December 31, 2026.

Investments

The Company has an equity method investment that is a variable interest in a variable interest entity. The Company is not the primary beneficiary and therefore does not consolidate the investee. The Company's potential maximum loss exposure related to its unconsolidated investment in this variable interest entity totaled $42.7 million as of June 30, 2022, which represents the carrying value of the Company's investment.

In addition, as of June 30, 2022, the Company also has a future commitment to fund $0.9 million to one of the Company's other investees.

Other Commercial Agreements

Certain of the Company's subsidiaries established unsecured, uncommitted lines of credit with banks. There were no outstanding borrowings under these lines of credit at June 30, 2022.

Off-balance Sheet Arrangements

It is not our business practice to enter into off-balance sheet arrangements. However, we are exposed to market risk from changes in foreign currency exchange rates that could impact our financial position, results of operations, and cash flows. We manage our exposure to these market risks through regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. In January 2022, we entered into a series of cross-currency swap transactions which were designated as a net investment hedge against a portion of our net investment in our Euro functional subsidiaries. We were not a party to any outstanding derivative financial instruments at June 30, 2021.

In January 2022, we executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of our net investment in our subsidiaries whose functional currency is the Euro. The cross-currency swap derivative contracts are agreements to pay fixed-rate interest in Euros and receive fixed-rate interest in U.S. Dollars, thereby effectively converting a portion of our U.S. Dollar denominated fixed-rate debt into Euro denominated fixed-rate debt. The cross-currency swaps mature in May 2031 to coincide with the maturity of the Fiscal 2021 Senior Notes. Accordingly, foreign currency transaction gains or losses on the qualifying net investment hedge instruments are recorded as foreign currency translation within other comprehensive income (loss), net in the Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At June 30, 2022, our position on the cross-currency swaps was an asset of $101.4 million, and is recorded as part of Other non-current assets on the Consolidated Balance Sheets with the offsetting amount recorded as part of Accumulated other comprehensive income (loss), net of tax. We have elected the spot method of accounting whereby the net interest savings from the cross-currency swaps is recognized as a reduction in interest expense in our Consolidated Statements of Earnings.

In connection with the Itiviti Acquisition in March 2021 we entered into two derivative instruments designed to mitigate the Company's exposure to the impact of (i) changes in foreign exchange rates on the Itiviti Acquisition purchase consideration, and (ii) changes in interest rates on the Fiscal 2021 Senior Notes.

In March 2021, we executed a forward foreign exchange derivative instrument ("Forward") with an aggregate notional amount of EUR 1.955 billion. The Forward acted as an economic hedge against the impact of changes in the Euro on the Company's purchase consideration for the Itiviti Acquisition. We recorded changes in fair value of the Forward as part of Other non-operating income (expenses), net in the Consolidated Statement of Earnings. In May 2021, we settled the Forward derivative for a cumulative pre-tax gain of $66.7 million.

Also, we executed a forward treasury lock agreement ("Treasury Lock"), designated as a cash flow hedge, in the aggregate notional amount of $1.0 billion to manage exposure to fluctuations in the benchmark interest rate associated with the Fiscal 2021 Senior Notes, which were used to pay down a portion of the Term Credit Agreement associated with the Itiviti Acquisition. Accordingly, changes in the fair value of the Treasury Lock were recorded as part of Other comprehensive income (loss), net each period up to when the Treasury Lock was settled. In May 2021, the Treasury Lock was settled for a pre-tax loss of $11.0 million, after which the final settlement loss will be amortized into Interest expense, net ratably over the ten year term of the Fiscal 2021 Senior Notes. The expected amount of the existing loss that will be amortized into earnings before income taxes within the next twelve months is approximately $1.1 million.

In the normal course of business, we also enter into contracts in which it makes representations and warranties that relate to the performance of our products and services. We do not expect any material losses related to such representations and warranties, or collateral arrangements.

Recently-issued Accounting Pronouncements

Please refer to Note 2, "Summary of Significant Accounting Policies" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for a discussion on the impact of the adoption of new accounting pronouncements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risks

In the ordinary course of business, the financial position of the Company is routinely subject to certain market risks, notably the effects of changes in interest rates and foreign currency exchange rates. We manage our exposure to these market risks through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. As a result, the Company does not anticipate any material losses from these risks. We do not use derivatives for trading purposes, to generate income or to engage in speculative activity.

Interest Rate Risk

As of June 30, 2022, $1,560.8 million, or 41%, of the Company's total outstanding debt balance of $3,793.0 million is based on floating interest rates. Our $1,560.8 million in variable rate debt at June 30, 2022 consists of our revolving credit facility, which, depending on the currency of the loan, bears interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) or SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings), plus an additional annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings), and the outstanding portion of our Fiscal 2021 Term Loans which bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings). We have assessed our exposure to changes in interest rates by analyzing the sensitivity to our earnings of a change in market interest rates on amounts borrowed from the revolving credit facility and Fiscal 2021 Term Loans during the fiscal year ended June 30, 2022. Assuming a hypothetical increase of one hundred basis points in interest rates on our variable rate debt during the fiscal year ended June 30, 2022, our pre-tax earnings would have decreased by approximately $19.7 million for the fiscal year ended June 30, 2022; however, this would have been offset by interest earned on cash balances. Assuming a hypothetical increase of one hundred basis points in interest rates on our variable rate debt during the fiscal year ended June 30, 2021, our pre-tax earnings would have decreased by approximately $8.4 million for the fiscal year ended June 30, 2021; however, this would have been offset by interest earned on cash balances.

Foreign Currency Risk

While the substantial majority of our business is conducted within the U.S., approximately 15% of our fiscal year 2022 revenues were earned outside of the U.S. Our operations outside of the U.S. primarily reside in Canada, Europe and India. As a result, we are exposed to foreign currency risk from changes in the value of underlying assets and liabilities of our non-U.S. dollar-denominated foreign investments and foreign currency transactions, primarily with respect to the Canadian dollar, the British pound, the Euro, the Indian Rupee and the Swedish Krona.

We manage our foreign currency risk primarily by incurring, to the extent practicable, operating and financing expenses in the local currency in the countries in which we operate. In addition, we executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of our net investment in our subsidiaries whose functional currency is the Euro. At June 30, 2022, the fair value of these derivatives is an asset of $101.4 million. Refer to Note 18, "Contractual Commitments, Contingencies, and Off-Balance Sheet Arrangements" to our Consolidated Financial Statements under Item 8 of Part II of this Annual Report on Form 10-K for additional details on our cross-currency swap derivative contracts.

For the fiscal year ended June 30, 2022 and June 30, 2021, a hypothetical 10% decrease in the value of the Canadian dollar, the British pound, the Euro, the Indian Rupee and the Swedish Krona versus the U.S. dollar would have resulted in a decrease in our total pre-tax earnings of approximately $12.8 million and $19.3 million, respectively.

ITEM 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Broadridge Financial Solutions, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Broadridge Financial Solutions, Inc. and subsidiaries (the "Company") as of June 30, 2022 and 2021, the related consolidated statements of earnings, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended June 30, 2022, and the related notes and the financial statement schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2022, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill - Refer to Notes 2 and 10 to the financial statements

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Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the income approach, which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates and projections of earnings before income tax ("EBIT"), estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, and the selection of the terminal value growth rate and the discount rate assumptions.

The goodwill balance was $3,484.9 million as of June 30, 2022, which is allocated among various reporting units. During fiscal year 2022, the Company performed the required impairment tests of Goodwill and determined that there was no impairment. The Company also performed a sensitivity analysis under Step 1 of the goodwill impairment test assuming hypothetical reductions in the fair values of the reporting units. A 10% change in their estimates of projected future operating cash flows, discount rates, or terminal value growth rates used in their calculations of the fair values of the reporting units would not result in an impairment of their goodwill.

Auditing the fair value of certain of the reporting units involved a high degree of subjectivity, including the need to involve our fair value specialists, as it relates to evaluating whether management's judgments in determining whether the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, selection of terminal growth and the weighted-average cost of capital (used to determine the discount rate) were appropriate.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the projected future operating cash flows based on forecasted EBIT margins, including projections of revenues, and the selection of the terminal value growth rate and discount rate for certain of the reporting units included the following, among others:

- We tested the effectiveness of controls over goodwill, including those over the projected future operating cash flows and the selection of the discount, and terminal value growth rates.
- We performed a sensitivity analysis on the projected future operating cash flows to determine what revenue and EBIT growth rate is needed to cause an impairment for each reporting unit.
- We evaluated the reasonableness of management's projected future operating cash flows based on forecasted EBIT margins, including projections of revenues by comparing to (1) historical results for significant reporting units, (2) internal communications to management and the Board of Directors, and (3) forecasted information included in Company press releases, analyst and industry reports of the Company and companies in its peer group.
- We considered the impact of changes in the regulatory environment, uncertainty in the market, and economic conditions on management's forecasts.
- With the assistance of our fair value specialists, we evaluated the discount rates, and terminal value growth rates, including testing the underlying source information and the mathematical accuracy of the calculations by developing a range of independent estimates and comparing those to the rates selected by management.

/s/ Deloitte & Touche LLP

New York, New York
August 12, 2022

We have served as the Company's auditor since 2007.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Earnings
(In millions, except per share amounts)

		Years ended June 30,		
		2022	2021	2020
Revenues	(Note 3)	$ 5,709.1	$ 4,993.7	$ 4,529.0
Operating expenses:				
Cost of revenues		4,116.9	3,570.8	3,265.1
Selling, general and administrative expenses		832.3	744.3	639.0
Total operating expenses		4,949.2	4,315.0	3,904.1
Operating income		759.9	678.7	624.9
Interest expense, net	(Note 5)	(84.7)	(55.2)	(58.8)
Other non-operating income (expenses), net		(3.0)	72.7	13.4
Earnings before income taxes		672.2	696.2	579.5
Provision for income taxes	(Note 17)	133.1	148.7	117.0
Net earnings		$ 539.1	$ 547.5	$ 462.5
Basic earnings per share		$ 4.62	$ 4.73	$ 4.03
Diluted earnings per share		$ 4.55	$ 4.65	$ 3.95
Weighted-average shares outstanding:				
Basic	(Note 4)	116.7	115.7	114.7
Diluted	(Note 4)	118.5	117.8	117.0

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Comprehensive Income
(In millions)

	Years ended June 30,		
	2022	2021	2020
Net earnings	$ 539.1	$ 547.5	$ 462.5
Other comprehensive income (loss), net:			
Foreign currency translation adjustments	(247.0)	117.6	(26.4)
Pension and post-retirement liability adjustment, net of tax (provision) benefit of $(3.4), $(0.1) and $0.9 for the years ended June 30, 2022, 2021 and 2020, respectively	10.6	0.3	(2.8)
Fair market value loss on cash flow hedge, net of tax (provision) benefit of $(0.2), $2.6, and $— for the years ended June 30, 2022, 2021 and 2020, respectively	0.8	(8.2)	—
Total other comprehensive income (loss), net	(235.6)	109.7	(29.2)
Comprehensive income	$ 303.6	$ 657.2	$ 433.3

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Balance Sheets
(In millions, except per share amounts)

		June 30, 2022	June 30, 2021
Assets			
Current assets:			
Cash and cash equivalents		$ 224.7	$ 274.5
Accounts receivable, net of allowance for doubtful accounts of $6.8 and $9.3, respectively		946.9	820.3
Other current assets		156.8	166.4
Total current assets		1,328.4	1,261.3
Property, plant and equipment, net	(Note 9)	150.9	177.2
Goodwill	(Note 10)	3,484.9	3,720.1
Intangible assets, net	(Note 10)	1,077.1	1,425.0
Deferred client conversion and start-up costs		1,232.3	773.7
Other non-current assets	(Note 11)	895.3	762.5
Total assets		$ 8,168.8	$ 8,119.8
Liabilities and Stockholders' Equity			
Current liabilities:			
Payables and accrued expenses	(Note 12)	$ 1,114.9	$ 1,102.7
Contract liabilities		198.5	185.3
Total current liabilities		1,313.4	1,288.0
Long-term debt	(Note 13)	3,793.0	3,887.6
Deferred taxes	(Note 17)	446.1	400.7
Contract liabilities		215.8	197.2
Other non-current liabilities	(Note 14)	481.5	537.2
Total liabilities		6,249.8	6,310.6
Commitments and contingencies	(Note 18)		
Stockholders' equity:			
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none		—	—
Common stock, $0.01 par value: Authorized, 650.0 shares; issued, 154.5 and 154.5 shares, respectively; outstanding, 117.3 and 116.1 shares, respectively		1.6	1.6
Additional paid-in capital		1,344.7	1,245.5
Retained earnings		2,824.0	2,583.8
Treasury stock, at cost: 37.2 and 38.3 shares, respectively		(2,024.8)	(2,030.9)
Accumulated other comprehensive income (loss)	(Note 19)	(226.3)	9.2
Total stockholders' equity		1,919.1	1,809.1
Total liabilities and stockholders' equity		$ 8,168.8	$ 8,119.8

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.
Consolidated Statements of Cash Flows
(In millions)

	Years ended June 30,		
	2022	**2021**	**2020**
Cash Flows From Operating Activities			
Net earnings	$ 539.1	$ 547.5	$ 462.5
Adjustments to reconcile Net earnings to Net cash flows provided by operating activities:			
Depreciation and amortization	82.4	67.4	73.8
Amortization of acquired intangibles and purchased intellectual property	250.2	153.7	122.9
Amortization of other assets	131.4	113.6	102.6
Write-down of long lived assets	39.5	31.4	30.4
Stock-based compensation expense	68.4	58.6	60.8
Deferred income taxes	50.7	52.0	29.0
Gain on forward foreign exchange derivative	—	(66.7)	—
Other	(17.9)	(31.7)	(26.9)
Changes in operating assets and liabilities, net of assets and liabilities acquired:			
Current assets and liabilities:			
Increase in Accounts receivable, net	(85.4)	(42.4)	(33.5)
(Increase) decrease in Other current assets	12.2	(29.6)	(17.9)
Increase (decrease) in Payables and accrued expenses	(26.7)	144.3	58.6
Increase in Contract liabilities	30.2	12.4	12.2
Non-current assets and liabilities:			
Increase in Other non-current assets	(696.9)	(454.5)	(352.7)
Increase in Other non-current liabilities	66.2	84.0	76.4
Net cash flows provided by operating activities	443.5	640.1	598.2
Cash Flows From Investing Activities			
Capital expenditures	(29.0)	(51.9)	(62.7)
Software purchases and capitalized internal use software	(44.1)	(48.8)	(36.0)
Proceeds from asset sales	—	18.0	—
Acquisitions, net of cash acquired	(13.3)	(2,603.6)	(339.1)
Settlement of forward foreign exchange derivative	—	66.7	—
Other investing activities	(24.0)	(34.0)	(3.8)
Net cash flows used in investing activities	(110.4)	(2,653.7)	(441.7)
Cash Flows From Financing Activities			
Debt proceeds	670.0	4,325.0	1,621.9
Debt repayments	(765.5)	(2,230.7)	(1,292.8)
Dividends paid	(290.7)	(261.7)	(241.0)
Purchases of Treasury stock	(22.8)	(21.5)	(69.3)
Proceeds from exercise of stock options	60.2	35.3	41.8
Other financing activities	(22.0)	(48.6)	(9.4)
Net cash flows provided by (used in) financing activities	(370.8)	1,797.8	51.2
Effect of exchange rate changes on Cash and cash equivalents	(12.2)	13.8	(4.3)
Net change in Cash and cash equivalents	(49.9)	(202.1)	203.4
Cash and cash equivalents, beginning of fiscal year	274.5	476.6	273.2
Cash and cash equivalents, end of fiscal year	$ 224.7	$ 274.5	$ 476.6
Supplemental disclosure of cash flow information:			
Cash payments made for interest	$ 82.3	$ 56.0	$ 58.5
Cash payments made for income taxes, net of refunds	$ 77.4	$ 98.0	$ 100.9
Non-cash investing and financing activities:			
Accrual of unpaid property, plant, equipment and software	$ 19.2	$ 32.0	$ 13.9

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

Broadridge Financial Solutions, Inc.

Consolidated Statements of Stockholders' Equity
(In millions, except per share amounts)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount					
Balances, June 30, 2019	154.5	$ 1.6	$ 1,109.3	$ 2,087.7	$ (1,999.8)	$ (71.2)	$ 1,127.5
Comprehensive income (loss)	—	—	—	462.5	—	(29.2)	433.3
Cumulative effect of changes in accounting principle	—	—	—	0.2	—	—	0.2
Stock option exercises	—	—	42.1	—	—	—	42.1
Stock-based compensation	—	—	60.6	—	—	—	60.6
Treasury stock acquired (0.6 shares)	—	—	—	—	(69.3)	—	(69.3)
Treasury stock reissued (1.5 shares)	—	—	(33.5)	—	33.5	—	—
Common stock dividends ($2.16 per share)	—	—	—	(247.8)	—	—	(247.8)
Balances, June 30, 2020	154.5	1.6	1,178.5	2,302.6	(2,035.7)	(100.4)	1,346.5
Comprehensive income (loss)	—	—	—	547.5	—	109.7	657.2
Stock option exercises	—	—	35.0	—	—	—	35.0
Stock-based compensation	—	—	58.2	—	—	—	58.2
Treasury stock acquired (0.1 shares)	—	—	—	—	(21.5)	—	(21.5)
Treasury stock reissued (1.2 shares)	—	—	(26.2)	—	26.2	—	—
Common stock dividends ($2.30 per share)	—	—	—	(266.3)	—	—	(266.3)
Balances, June 30, 2021	154.5	1.6	1,245.5	2,583.8	(2,030.9)	9.2	1,809.1
Comprehensive income (loss)	—	—	—	539.1	—	(235.6)	303.6
Stock option exercises	—	—	60.3	—	—	—	60.3
Stock-based compensation	—	—	67.8	—	—	—	67.8
Treasury stock acquired (0.1 shares)	—	—	—	—	(22.8)	—	(22.8)
Treasury stock reissued (1.3 shares)	—	—	(28.9)	—	28.9	—	—
Common stock dividends ($2.56 per share)	—	—	—	(298.9)	—	—	(298.9)
Balances, June 30, 2022	154.5	$ 1.6	$ 1,344.7	$ 2,824.0	$ (2,024.8)	$ (226.3)	$ 1,919.1

Amounts may not sum due to rounding.

See notes to consolidated financial statements.

NOTE 1. BASIS OF PRESENTATION

A. Description of Business. Broadridge Financial Solutions, Inc. ("Broadridge" or the "Company"), a Delaware corporation and a part of the S&P 500® Index ("S&P"), is a global financial technology leader providing investor communications and technology-driven solutions to banks, broker-dealers, asset and wealth managers, public companies, investors and mutual funds.

The Company operates in two reportable segments: Investor Communication Solutions ("ICS") and Global Technology and Operations ("GTO").

- **Investor Communication Solutions** - Broadridge provides the following governance and communications solutions through its Investor Communication Solutions business segment: Regulatory Solutions, Data-Driven Fund Solutions, Corporate Issuer Solutions, and Customer Communications Solutions.

A large portion of Broadridge's ICS business involves the processing and distribution of proxy materials to investors in equity securities and mutual funds, as well as the facilitation of related vote processing. ProxyEdge® ("ProxyEdge") is Broadridge's innovative electronic proxy delivery and voting solution for institutional investors and financial advisors that helps ensure the voting participation of the largest stockholders of many companies. Broadridge has implemented digital applications to make voting easier for retail investors. Broadridge also provides the distribution of regulatory reports, class action and corporate action/reorganization event information, as well as tax reporting solutions that help its clients meet their regulatory compliance needs.

For asset managers and retirement service providers, Broadridge offers data-driven solutions and an end-to-end platform for content management, composition, and omni-channel distribution of regulatory, marketing, and transactional information. Broadridge's data and analytics solutions provide investment product distribution data, analytical tools, insights, and research to enable asset managers to optimize product distribution across retail and institutional channels globally. Through Matrix Financial Solutions, Inc. ("Matrix"), Broadridge provides mutual fund trade processing services for retirement service providers, third-party administrators, financial advisors, banks and wealth management professionals.

In addition, Broadridge provides public corporations and mutual funds with a full suite of solutions to help manage their annual meeting process, including a full suite of annual meeting and shareholder engagement solutions such as registered and beneficial proxy materials distribution, proxy processing and tabulation services, digital voting solutions, proxy and shareholder report document management solutions, virtual shareholder meeting services and environmental, social and governance solutions. Broadridge also offers disclosure solutions, including annual SEC filing services and capital markets transaction services. We also provide registrar, stock transfer and record-keeping services through our transfer agency services.

We provide omni-channel customer communications solutions which include print and digital solutions to modernize technology infrastructures, simplify communications processes, accelerate digital adoption and improve the customer experience. Through one point of integration, the Broadridge Communications Cloud℠ platform (the "Communications Cloud") helps companies create, deliver, and manage their communications and customer engagement. The platform includes data-driven composition tools, identity and preference management, omni-channel optimization and digital communication experience, archive and information management, digital and print delivery, and analytics and reporting tools.

- **Global Technology and Operations** - Broadridge's Global Technology and Operations business provides solutions that automate the front-to-back transaction lifecycle of equity, mutual fund, fixed income, foreign exchange and exchange-traded derivatives, from order capture and execution through trade confirmation, margin, cash management, clearing and settlement, reference data management, reconciliations, securities financing and collateral management, asset servicing, compliance and regulatory reporting, portfolio accounting and custody-related services. Broadridge's solutions provide automated straight through processing and enable buy- and sell-side financial institutions to efficiently and cost-effectively consolidate their books and records, gather and service assets under management, focus on their core businesses, and manage risk. With Broadridge's multi-market, multi-asset class, multi-entity and multi-currency capabilities, Broadridge provides front-to-back processing on a global basis. In addition, Broadridge provides business process outsourcing services for its buy- and sell-side clients' businesses. These services combine Broadridge's technology with its operations expertise to support the entire trade lifecycle, including securities clearing and settlement, reconciliations, record-keeping, wealth management asset servicing, and custody-related functions.

For capital markets firms, Broadridge provides a set of multi-asset, multi-entity and multi-currency post-trade and trading and connectivity solutions that support processing of securities transactions in equities, options, fixed income securities, foreign exchange, exchange-traded derivatives and mutual funds. Provided on a software as a service ("SaaS") basis within large user communities, Broadridge's technology is a global solution, processing clearance and settlement in over 100 countries. Broadridge's solutions enable global capital markets firms to access market liquidity, drive more effective market making and efficient front-to-back trade processing. With the 2021 acquisition of Itiviti Holding AB ("Itiviti") (now doing business as Broadridge Trading and Connectivity Solutions), Broadridge offers a set of global front-office trade order and execution management systems, connectivity and network offerings.

Broadridge's comprehensive wealth management platform offers capabilities across the entire wealth management lifecycle and streamlines all aspects of wealth management services, including account management, fee management and client on-boarding. The wealth management platform enables full-service, regional and independent broker-dealers and investment advisors to better engage with customers through digital marketing and customer communications tools. Broadridge also integrates data, content and technology to drive new customer acquisition, support holistic and personalized advice and cross-sell opportunities through the creation of sales and educational content, including seminars as well as customizable advisor websites, search engine marketing and electronic and print newsletters. Broadridge's advisor solutions help advisors optimize their practice management through customer and account data aggregation and reporting.

Broadridge services the global investment management industry with a range of buy-side technology solutions such as portfolio management, compliance and fee billing and operational support solutions for hedge funds, family offices, alternative asset managers, traditional asset managers and the providers that service this space including prime brokers, fund administrators and custodians.

B. Consolidation and Basis of Presentation. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in the U.S. and in accordance with the SEC requirements for Annual Reports on Form 10-K. These financial statements present the consolidated position of the Company and include the entities in which the Company directly or indirectly has a controlling financial interest as well as various entities in which the Company has investments recorded under the equity method of accounting as well as certain marketable and non-marketable securities. Intercompany balances and transactions have been eliminated. Amounts presented may not sum due to rounding. Certain prior period amounts have been reclassified to conform to the current year presentation where applicable.

Beginning with the first quarter of fiscal year 2022, the Company revised the foreign exchange rates used to present segment revenues and segment earnings (loss) before income taxes to further allocate the foreign exchange impact to the individual segment revenue and profit metrics. The presentation of segment revenues and earnings (loss) before income taxes for the prior periods provided in this Form 10-K has been changed to conform to the current period presentation. Total consolidated revenues and earnings before income taxes were not impacted. Please refer to Note 3, "Revenue Recognition" and Note 20, "Financial Data by Segment."

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Use of Estimates. The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes thereto. These estimates are based on management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions and judgment that are believed to be reasonable under the circumstances. Accordingly, actual results could differ from those estimates. The use of estimates in specific accounting policies is described further in the notes to the Consolidated Financial Statements, as appropriate.

B. Revenue Recognition. ASU No. 2014-09 outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers. The core principle is that an entity recognizes revenue to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company's revenues from clients are primarily generated from fees for providing investor communications and technology-enabled services and solutions. Revenues are recognized for the two reportable segments as follows:

- **Investor Communication Solutions**—Revenues are generated primarily from processing and distributing investor communications and other related services as well as vote processing and tabulation. The Company typically enters into agreements with clients to provide services on a fee for service basis. Fees received for processing and distributing investor communications are generally variably priced and recognized as revenue over time as the Company provides the services to clients based on the number of units processed, which coincides with the pattern of value transfer to the client. Broadridge works directly with corporate issuers ("Issuers") and mutual funds to ensure that the account holders of the Company's bank and broker clients, who are also the shareholders of Issuers and mutual funds, receive the appropriate investor communications materials and that the services are fulfilled in accordance with each Issuer's and mutual fund's requirements. Broadridge works directly with the Issuers and mutual funds to resolve any issues that may arise. As such, Issuers and mutual funds are viewed as the customer of the Company's services. As a result, revenues for distribution services as well as proxy materials fulfillment services are recorded in Revenue on a gross basis with corresponding costs including amounts remitted to the broker-dealers and banks (referred to as "Nominees") recorded in Cost of revenues. Fees for the Company's investor communications services arrangements are typically billed and paid on a monthly basis following the delivery of the services. The Company also offers certain hosted service arrangements that can be priced on a fixed and/or variable basis for which revenue is recognized over time as the Company satisfies its performance obligation by delivering services to the client on a monthly basis based on the number of transactions processed or units delivered, in the case of variable priced arrangements, or a fixed monthly fee in the case of fixed price arrangements, in each case which coincides with the pattern of value transfer to the client. These services may be billed in a variety of payment frequencies depending on the specific arrangement.
- **Global Technology and Operations**—Revenues are generated primarily from fees for trade processing and related services. Revenue is recognized over time as the Company satisfies its performance obligation by delivering services to the client. The Company's arrangements for processing and related services typically consist of an obligation to provide specific services to its clients on a when and if needed basis (a stand ready obligation) with revenue recognized from the satisfaction of the performance obligations on a monthly basis generally in the amount billable to the client. These services are generally provided under variable priced arrangements based on volume of service and can include minimum monthly usage fees. Client service agreements often include up-front consideration in addition to the recurring fee for trade processing. Up-front implementation fees, as well as certain enhancements to existing technology platforms, are deferred and recognized on a straight-line basis over the service term of the contract which corresponds to the timing of transfer of value to the client that commences after client acceptance when the processing term begins. In addition, revenue is also generated from the fulfillment of professional services engagements which are generally priced on a time and materials or fixed price basis, and are recognized as the services are provided to the client which corresponds to the timing of transfer of value to the client. Finally, the Company generally recognizes license revenues from software term licenses installed on clients' premises upon delivery and acceptance of the software license, assuming a contract is deemed to exist, and recognizes revenue attributed to the associated software maintenance and support obligation over the contract term. Software term license revenue is not a significant portion of the Company's revenues.

The Company uses the following methods, inputs, and assumptions in determining amounts of revenue to recognize:

Identification of Performance Obligations

For revenue arrangements containing multiple goods or services, the Company accounts for the individual goods or services as a separate performance obligation if they are distinct, the good or service is separately identifiable from other items in the arrangement, and if a client can benefit from it on its own or with other resources that are readily available to the client. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation.

Transaction Price

Once separate performance obligations are determined, the transaction price is allocated to the individual performance obligations within a contract. If the contracted prices reflect the relative standalone selling prices for the individual performance obligations, no allocations are made. Otherwise, the Company uses the relative selling price method to allocate the transaction price, obtained from sources such as the observable price of a good or service when the Company sells that good or service separately in similar circumstances and to similar clients. If such evidence is unavailable, the Company uses the best estimate of the selling price, which includes various internal factors such as pricing strategy and market factors. A significant portion of the Company's performance obligations are generated from transactions with volume based fees and includes services that are delivered at the same time. The Company recognizes revenue related to these arrangements over time as the services are provided to the client. While many of the Company's contracts contain some component of variable consideration, the Company only recognizes variable consideration that is not expected to reverse. The Company allocates variable payments to distinct services in an overall contract when the variable payment relates specifically to that particular service and for which the variable payment reflects what the Company expects to receive in exchange for that particular service. As a result, the Company generally allocates and recognizes variable consideration in the period it has the contractual right to invoice the client.

As described above, our most significant performance obligations involve variable consideration which constitutes the majority of our revenue streams. The Company's variable consideration components meet the criteria in ASU No. 2014-09 for exclusion from disclosure of the remaining transaction price allocated to unsatisfied performance obligations as does any contracts with clients with an original duration of one year or less. The Company has contracts with clients that vary in length depending on the nature of the services and contractual terms negotiated with the client, and they generally extend over a multi-year period.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a client, are excluded from revenue. Distribution revenues associated with shipping and handling activities are accounted for as a fulfillment activity and recognized as the related services or products are transferred to the client. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between client payment and the transfer of goods or services is expected to be one year or less.

C. Cash and Cash Equivalents. Investment securities with an original maturity of 90 days or less are considered cash equivalents. The fair value of the Company's Cash and cash equivalents approximates carrying value due to their short term nature.

D. Financial Instruments. Substantially all of the financial instruments of the Company other than Long-term debt are carried at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. The carrying value of the Company's long-term fixed-rate senior notes represent the face value of the long-term fixed-rate senior notes net of the unamortized discount and net of the associated unamortized debt issuance cost. The fair value of the Company's long-term fixed-rate senior notes is based on quoted market prices. Refer to Note 13, "Borrowings," for a further description of the Company's long-term fixed-rate senior notes as well as Note 7, "Fair Value of Financial Instruments" for additional details on the fair value of the Company's financial instruments. In addition, refer to Note 18, "Contractual Commitments, Contingencies, and Off-Balance Sheet Arrangements" for details on the Company's cross-currency swap derivative contracts which are carried at fair value.

E. Property, Plant and Equipment. Property, plant and equipment is initially recorded at cost and depreciated over the estimated useful lives of the assets using the straight-line method. Leasehold improvements are amortized over the shorter of the term of the lease or the estimated useful lives of the improvements. The estimated useful lives of assets are as follows:

Equipment	3 to 7 years
Buildings and Building Improvements	5 to 20 years
Furniture and fixtures	4 to 7 years

Refer to Note 9, "Property, Plant and Equipment, Net", for a further description of the Company's Property, plant and equipment, net.

F. Securities. Securities are non-derivatives that are reflected in Other non-current assets in the Consolidated Balance Sheets, unless management intends to dispose of the investment within twelve months of the end of the reporting period, in which case they are reflected in Other current assets in the Consolidated Balance Sheets. These investments are in entities over which the Company does not have control, joint control, or significant influence. Securities that have a readily determinable fair value are carried at fair value. Securities without a readily determinable fair value are initially recognized at cost and subsequently carried at cost minus impairment, if any, plus or minus changes resulting from observable price changes in transactions for an identical or similar investment of the same issuer, such as subsequent capital raising transactions. Changes in the value of securities with or without a readily determinable fair value are recorded in the Consolidated Statements of Earnings. In determining whether a security without a readily determinable fair value is impaired, management considers qualitative factors to identify an impairment including the financial condition and near-term prospects of the issuer. Refer to Note 7, "Fair Value of Financial Instruments" for additional details on the fair value of the Company's securities.

G. Inventories. Inventories are stated at the lower of cost (determined on a first-in, first-out basis) or market. Inventory balances of $29.3 million and $23.2 million, consisting of forms and envelopes used in the mailing of proxy and other materials to our customers, are reflected in Other current assets in the Consolidated Balance Sheets at June 30, 2022 and 2021, respectively.

H. Deferred Client Conversion and Start-Up Costs. Direct costs incurred to set up or convert a client's systems to function with the Company's technology, and are generally deferred and recognized on a straight-line basis over the service term of the arrangement to which the costs relate, which commences when the client goes live with the Company's services. The key judgment for determining the amount of costs to be deferred relates to the extent to which such costs are recoverable. This estimate includes (i) projected future client revenues, including variable revenues, offset by an estimate of conversion costs including an estimate of onboarding costs as well as ongoing operational costs, and (ii) an estimate of the expected client life. This is also the basis for which the Company assesses such costs for impairment. The two main categories of assets comprising Deferred client conversion and start-up costs of $1,232.3 million as of June 30, 2022 consist of costs incurred to set-up or convert a client's systems to function with the Company's technology of $1,224.7 million, as well as other start-up costs of $7.7 million. Deferred client conversion and start-up costs of $773.7 million as of June 30, 2021 consist of costs incurred to set-up or convert a client's systems to function with the Company's technology of $761.7 million, as well as other start-up costs of $12.0 million.

I. Deferred Sales Commission Costs. The Company defers incremental costs to obtain a client contract that it expects to recover, which consists of sales commissions incurred, only if the contract is executed. Deferred sales commission costs are amortized on a straight-line basis using a portfolio approach consistent with the pattern of transfer of the goods or services to which the asset relates, which also considers expected customer lives. As a practical expedient, the Company recognizes the sales commissions as an expense when incurred if the amortization period of the sales commission asset that the entity otherwise would have recognized is one year or less. The Company evaluates the carrying value of deferred sales commission costs for impairment on the basis of whether these costs are fully recoverable from the expected future undiscounted net operating cash flows of the portfolio of clients to which the deferred sales commission costs relate. Refer to Note 11, "Other Non-Current Assets" for a further description of the Company's Deferred sales commission costs.

J. Deferred Data Center Costs. Data center costs relate to conversion costs associated with our principal data center systems and applications. Costs directly related to the activities necessary to make the data center usable for its intended purpose are deferred and amortized over the life of the contract on a straight-line basis commencing on the date the data center has achieved full functionality. These deferred costs are reflected in Other non-current assets in the Consolidated Balance Sheets at June 30, 2022 and 2021, respectively. Refer to Note 11, "Other Non-Current Assets" for a further description of the Company's Deferred data center costs.

K. Goodwill. The Company does not amortize goodwill but instead tests goodwill for impairment at the reporting unit level at least annually or more frequently if circumstances indicate possible impairment. The Company tests for goodwill impairment annually in the fourth quarter of the fiscal year, using the March 31 financial statement balances. The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the income approach, which considers a discounted future cash flow analysis using various assumptions, including projections of revenues based on assumed long-term growth rates, estimated costs and appropriate discount rates based on the particular reporting unit's weighted-average cost of capital. The principal factors used in the discounted cash flow analysis requiring judgment are the projected future operating cash flows based on forecasted earnings before interest and taxes, and the selection of the terminal value growth rate and discount rate assumptions. The weighted-average cost of capital takes into account the relative weight of each component of our consolidated capital structure (equity and long-term debt). The estimates of long-term growth and costs are based on historical data, various internal estimates and a variety of external sources, and are developed as part of the Company's routine, long-range planning process. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to

that excess not to exceed the total amount of goodwill allocated to that reporting unit. Refer to Note 10, "Goodwill and Intangible Assets, Net" for a further description on the Company's accounting for goodwill.

L. Impairment of Long-Lived Assets. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (or asset group) may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset (or asset group) to the estimated undiscounted future cash flows expected to be generated by the asset (or asset group). If the carrying amount of an asset (or asset group) exceeds its expected estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset (or asset group) exceeds its fair value. Intangible assets with finite lives are amortized primarily on a straight-line basis over their estimated useful lives and are also reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Refer to Note 9, "Property, Plant and Equipment, Net" for a further description of the Company's Property, plant and equipment, net. Refer to Note 6, "Acquisitions" and Note 10, "Goodwill and Intangible Assets, Net" for a further description of the Company's Intangible assets, net.

M. Equity Method Investments. The Company's investments resulting in a 20% to 50% ownership interest are accounted for using the equity method of accounting when the ability to exercise significant influence is maintained by the Company. The Company's share of net income or losses of equity method investments is included in Other non-operating income (expenses), net. Equity method investments are included in Other non-current assets. Equity method investments are reviewed for impairment by assessing if a decline in market value of the investment below the carrying value is other than temporary, which considers the intent and ability to retain the investment, the length of time and extent that the market value has been less than cost, and the financial condition of the investee.

N. Foreign Currency Translation and Transactions. The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars based on exchange rates in effect at the end of each period. Revenues and expenses are translated at average exchange rates during the periods. Currency transaction gains or losses are included in Non-operating income (expenses), net. Gains or losses from balance sheet translation are included in Accumulated other comprehensive income (loss).

O. Distribution Cost of Revenues. Distribution cost of revenues consists primarily of postage related expenses incurred in connection with the Company's Investor Communication Solutions segment, as well as Matrix Financial Solutions, Inc. administrative services expenses. These costs are reflected in Cost of revenues in the Consolidated Statements of Earnings.

P. Stock-Based Compensation. The Company accounts for stock-based compensation by recognizing the measurement of stock-based compensation expense in the Consolidated Statements of Earnings based on the fair value of the award on the date of grant. For stock options issued, the fair value of each stock option was estimated on the date of grant using a binomial option-pricing model. The binomial model considers a range of assumptions related to volatility, dividend yield, risk-free interest rate, and employee exercise behavior. Expected volatilities utilized in the binomial model are based on a combination of implied market volatilities, historical volatility of the Company's stock price, and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grants is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding. For restricted stock units, the fair value of the award is based on the current fair value of the Company's stock on the date of grant less the present value of future expected dividends discounted at the risk-free-rate derived from the U.S. Treasury yield curve in effect at the time of grant. Refer to Note 15, "Stock-Based Compensation" for a further description of the Company's stock-based compensation.

Q. Internal Use Software. Expenditures for major software purchases and software developed or obtained for internal use are capitalized and amortized generally over a three- to five-year period on a straight-line basis. For software developed or obtained for internal use, the Company's accounting policy provides for the capitalization of external direct costs of materials and services associated with developing or obtaining internal use computer software. In addition, the Company also capitalizes payroll and payroll-related costs for employees who are directly associated with internal use computer software projects. The amount of capitalizable payroll costs with respect to these employees is limited to direct time spent on such projects. Costs associated with preliminary project stage activities, training, maintenance, and all other post-implementation stage activities are expensed as incurred. The Company also expenses internal costs related to minor upgrades and enhancements, as it is impractical to separate these costs from normal maintenance activities. Refer to Note 10, "Goodwill and Intangible assets, Net" for a further description of the Company's capitalized software.

R. Income Taxes. The Company accounts for income taxes under the asset and liability method, which establishes financial accounting and reporting standards for the effect of income taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the Company's Consolidated Financial Statements or tax returns. Deferred tax assets and liabilities are recognized based on temporary differences between the consolidated financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the temporary differences are expected to reverse.

Judgment is required in addressing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns (e.g., realization of deferred tax assets, changes in tax laws or interpretations thereof). Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets attributable to net operating and capital loss carryforwards of certain subsidiaries to offset future taxable earnings. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income requires significant judgment and are consistent with the plans and estimates used to manage the underlying businesses. Refer to Note 17, "Income Taxes" for a further description of the Company's income taxes.

S. Concentration of Risk. The majority of our clients operate in the financial services industry. Our largest single client in each of our fiscal years 2022, 2021 and 2020 accounted for approximately 7%, 6%, and 6% of our consolidated revenues.

T. New Accounting Pronouncements.

Recently Adopted Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-15, "Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract" ("ASU No. 2018-15"), which aligns the requirements for capitalizing implementation costs incurred in a cloud computing hosting arrangement that is a service contract with the requirements under GAAP for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU No. 2018-15 became effective for the Company beginning in the first quarter of fiscal year 2021. Entities are permitted to apply either a retrospective or prospective transition approach to adopt the guidance, for which the Company elected to adopt ASU No. 2018-15 on a prospective basis. The adoption of ASU No. 2018-15 did not have a material impact on the Company's Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses" ("ASU No. 2016-13"), which prescribes an impairment model for most financial instruments based on expected losses rather than incurred losses. Under this model, an estimate of expected credit losses over the contractual life of the instrument is to be recorded as of the end of a reporting period as an allowance to offset the amortized cost basis, resulting in a net presentation of the amount expected to be collected on the financial instrument. The expected credit loss model incorporates historical collection experience and other factors, including those related to current market conditions and events. The Company monitors trade receivable balances and other related assets, and estimates the allowance for lifetime expected credit losses. ASU No. 2016-13 became effective for the Company in the first quarter of fiscal year 2021. For most instruments, entities must apply the standard using a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The adoption of ASU No. 2016-13 did not have a material impact on the Company's Consolidated Financial Statements.

U. Subsequent Events. In preparing the accompanying Consolidated Financial Statements, the Company has reviewed events that have occurred after June 30, 2022 through the date of issuance of the Consolidated Financial Statements. Refer to Note 21, "Subsequent Events" for a description of the Company's subsequent events.

NOTE 3. REVENUE RECOGNITION

Disaggregation of Revenue

The Company has presented below its revenue disaggregated by product line and by revenue type within each of its Investor Communication Solutions and Global Technology and Operations reportable segments.

Fee revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity. In addition, the level of recurring and event-driven activity the Company processes directly impacts distribution revenues. While event-driven activity is highly repeatable, it may not recur on an annual basis. Event-driven fee revenues are based on the number of special events and corporate transactions the Company processes. Event-driven activity is impacted by financial market conditions and changes in regulatory compliance requirements, resulting in fluctuations in the timing and levels of event-driven fee revenues. Distribution revenues primarily include revenues related to the physical mailing and distribution of proxy materials, interim communications, transaction reporting, customer communications and fulfillment services, as well as Matrix administrative services.

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Investor Communication Solutions			
Regulatory	$ 1,077.4	$ 940.2	$ 783.0
Data-driven fund solutions	365.8	343.8	331.3
Issuer	215.9	188.6	156.4
Customer communications	615.8	569.5	568.0
Total ICS Recurring fee revenues	2,275.0	2,042.1	1,838.7
Equity and other	115.1	123.3	78.3
Mutual funds	154.5	112.2	98.0
Total ICS Event-driven fee revenues	269.6	235.5	176.3
Distribution revenues	1,717.6	1,549.5	1,446.1
Total ICS Revenues	$ 4,262.1	$ 3,827.0	$ 3,461.1
Global Technology and Operations			
Capital markets	$ 920.8	$ 661.3	$ 615.2
Wealth and investment management	553.6	524.9	492.2
Total GTO Recurring fee revenues	1,474.4	1,186.2	1,107.4
Foreign currency exchange	(27.4)	(19.5)	(39.4)
Total Revenues	$ 5,709.1	$ 4,993.7	$ 4,529.0
Revenues by Type			
Recurring fee revenues	$ 3,749.3	$ 3,228.3	$ 2,946.1
Event-driven fee revenues	269.6	235.5	176.3
Distribution revenues	1,717.6	1,549.5	1,446.1
Foreign currency exchange	(27.4)	(19.5)	(39.4)
Total Revenues	$ 5,709.1	$ 4,993.7	$ 4,529.0

Contract Balances

The following table provides information about contract assets and liabilities:

	June 30, 2022	June 30, 2021	June 30, 2020
	(in millions)		
Contract assets	$ 118.5	$ 89.8	$ 81.9
Contract liabilities	$ 414.3	$ 382.5	$ 286.6

Contract assets result from revenue already recognized but not yet invoiced, including certain future amounts to be collected under software term licenses and certain other client contracts. Contract liabilities represent consideration received or receivable from clients before the transfer of control occurs (deferred revenue). Contract balances are reported in a net contract asset or liability position on a contract-by-contract basis at the end of each reporting period.

During the fiscal year ended June 30, 2022, contract assets increased primarily due to an increase in software term license revenues recognized but not yet invoiced and contract liabilities increased primarily due to growth in revenues and the timing of client payments. During the fiscal year ended June 30, 2021, contract liabilities increased primarily due to a combination of recent acquisitions, growth in revenues and the timing of client payments. The Company recognized $233.8 million of revenue during the fiscal year ended June 30, 2022 that was included in the contract liability balance as of June 30, 2021. The Company recognized $158.7 million of revenue during the fiscal year ended June 30, 2021 that was included in the contract liability balance as of June 30, 2020. The Company recognized $141.2 million of revenue during fiscal year ended June 30, 2020 that was included in the contract liability balance as of June 30, 2019.

NOTE 4. WEIGHTED-AVERAGE SHARES OUTSTANDING

Basic earnings per share ("EPS") is calculated by dividing the Company's Net earnings by the basic Weighted-average shares outstanding for the periods presented. The Company calculates diluted EPS using the treasury stock method, which reflects the potential dilution that could occur if outstanding stock options at the presented date are exercised and restricted stock unit awards have vested.

As of June 30, 2022, 2021 and 2020, the computation of diluted EPS did not include 0.7 million, 0.4 million and 0.5 million options to purchase Broadridge common stock, respectively, as the effect of their inclusion would have been anti-dilutive.

The following table sets forth the denominators of the basic and diluted EPS computations:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Weighted-average shares outstanding:			
Basic	116.7	115.7	114.7
Common stock equivalents	1.8	2.1	2.3
Diluted	118.5	117.8	117.0

NOTE 5. INTEREST EXPENSE, NET

Interest expense, net consisted of the following:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Interest expense on borrowings	$ (87.7)	$ (57.5)	$ (62.5)
Interest income	3.0	2.2	3.7
Interest expense, net	$ (84.7)	$ (55.2)	$ (58.8)

NOTE 6. ACQUISITIONS

Assets acquired and liabilities assumed in business combinations are recorded on the Company's Consolidated Balance Sheets as of the respective acquisition date based upon the estimated fair values at such date. The results of operations of the businesses acquired by the Company are included in the Company's Consolidated Statements of Earnings since the respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed is allocated to Goodwill.

During the fiscal year ended June 30, 2022, there were no material acquisitions.

The Company is providing unaudited pro forma supplemental information for the acquisition of Itiviti as the acquisition was material to the Company's operating results. Unaudited pro forma supplemental financial information for all acquisitions, excluding Itiviti, is not provided as the impact of these acquisitions on the Company's operating results, financial position or cash flows was not material for any acquisition individually.

The following represents the fiscal year 2021 acquisitions:

BUSINESS COMBINATIONS

Financial information on each transaction is as follows:

	Itiviti	Advisor-Stream	Total
		(in millions)	
Cash payments, net of cash acquired	$ 2,580.4	$ 23.2	$ 2,603.6
Deferred payments, net	—	2.9	2.9
Contingent consideration liability	—	8.5	8.5
Aggregate purchase price	$ 2,580.4	$ 34.5	$ 2,615.0
Net tangible assets acquired / (liabilities assumed)	$ (252.9)	$ (3.3)	$ (256.2)
Goodwill	1,928.7	27.3	1,956.0
Intangible assets	904.6	10.5	915.1
Aggregate purchase price	$ 2,580.4	$ 34.5	$ 2,615.0

Itiviti

In May 2021, the Company acquired Itiviti, a leading provider of trading and connectivity technology to the capital markets industry. The acquisition of Itiviti extends the Company's back-office capabilities into the front office and deepens its multi-asset class solutions, better enabling the Company to help its clients adapt to a rapidly evolving marketplace. Itiviti is included in the Company's GTO reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.

The following summarizes the allocation of purchase price for the Itiviti acquisition (in millions):

	Itiviti
Accounts receivable	$ 38.9
Other current assets	14.2
Property, plant and equipment	4.4
Intangible assets	904.6
Goodwill	1,928.7
Other non-current assets	48.3
Payables and accrued expenses	(72.0)
Current contract liabilities	(55.4)
Deferred taxes	(200.2)
Other long term liabilities	(31.2)
Consideration paid, net of cash acquired	$ 2,580.4

Unaudited Pro Forma Financial Information

The unaudited pro forma condensed consolidated results of operations in the table below are provided for illustrative purposes only and summarize the combined results of operations of Broadridge and Itiviti. For purposes of this pro forma presentation, the acquisition of Itiviti is assumed to have occurred on July 1, 2019. The pro forma financial information for all periods presented also includes the estimated business combination accounting effects resulting from this acquisition, notably amortization expense from the acquired intangible assets, interest expense from recent debt financing, the proceeds of which were used to fund the acquisition, and certain other integration related impacts.

This unaudited pro forma financial information should not be relied upon as being indicative of the historical results that would have been obtained if the acquisition had actually occurred on July 1, 2019, nor of the results of operations that may be obtained in the future.

	Years ended June 30,	
	2021	2020
	(in millions)	
Revenues	$ 5,221.7	$ 4,723.4
Net earnings	$ 514.9	$ 367.5
Basic earnings per share	$ 4.45	$ 3.21
Diluted earnings per share	$ 4.37	$ 3.14

AdvisorStream

In June 2021, the Company acquired AdvisorStream, a leading provider of digital engagement and marketing solutions for the global wealth and insurance industries. AdvisorStream's advisor marketing platform enables advisors to drive revenue and growth by providing personalized and consistent client communications. AdvisorStream is included in the Company's GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2024 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.0 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $8.0 million.
- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a five-year life and five-year life, respectively.

The following represents the fiscal year 2020 acquisitions:

Fiscal Year 2020 Acquisitions:

BUSINESS COMBINATIONS

Financial information on each transaction is as follows:

	Shadow Financial	Fi360	Clear-Structure	Funds-Library	Other Acquisitions	Total
			(in millions)			
Cash payments, net of cash acquired	$ 35.6	$ 116.0	$ 59.1	$ 69.9	$ 17.3	$ 298.0
Deferred payments, net	3.0	3.5	2.1	—	1.7	10.4
Contingent consideration liability	—	—	7.0	—	—	7.0
Aggregate purchase price	$ 38.6	$ 119.5	$ 68.3	$ 69.9	$ 19.1	$ 315.4
Net tangible assets acquired / (liabilities assumed)	$ (0.1)	$ (7.9)	$ 0.2	$ (3.1)	$ (2.2)	$ (13.1)
Goodwill	17.6	84.4	44.2	39.2	13.5	198.9
Intangible assets	21.1	43.1	23.9	33.8	7.8	129.6
Aggregate purchase price	$ 38.6	$ 119.5	$ 68.3	$ 69.9	$ 19.1	$ 315.4

Shadow Financial Systems, Inc. ("Shadow Financial")

In October 2019, the Company acquired Shadow Financial, a provider of multi-asset class post-trade solutions for the capital markets industry. The acquisition builds upon Broadridge's post-trade processing capabilities by adding a market-ready solution for exchanges, inter-dealer brokers and proprietary trading firms. In addition, the acquisition adds capabilities across exchange-traded derivatives and cryptocurrency. Shadow Financial is included in our GTO reportable segment.

- Goodwill is tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $3.0 million.

Fi360, Inc. ("Fi360")

In November 2019, the Company acquired Fi360, a provider of fiduciary and Regulation Best Interest solutions for the wealth and retirement industry, including the accreditation and continuing education for the Accredited Investment Fiduciary® Designation, the leading designation focused on fiduciary responsibility. The acquisition enhances Broadridge's retirement solutions by providing wealth and retirement advisors with fiduciary tools that complement its Matrix trust and trading platform. The acquisition also further strengthens Broadridge's data and analytics tools and solutions suite that enable asset managers to grow their businesses by providing greater transparency into the retirement market. Fi360 is included in our ICS reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $3.5 million.

ClearStructure Financial Technology, LLC ("ClearStructure")

In November 2019, the Company acquired ClearStructure, a global provider of portfolio management solutions for the private debt markets. ClearStructure's component services enhances Broadridge's existing multi-asset class, front-to-back office asset management technology suite, providing Broadridge clients with a capability to access the public and private markets. ClearStructure is included in our GTO reportable segment.

- The contingent consideration liability is payable through fiscal year 2023 upon the achievement by the acquired business of certain revenue targets, and has a maximum potential pay-out of $12.5 million upon the achievement in full of the defined financial targets by the acquired business.
- The fair value of the contingent consideration liability at June 30, 2022 is $4.8 million.
- Goodwill is primarily tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and five-year life, respectively.
- In fiscal year 2021, the Company settled deferred payment obligations totaling $2.2 million.

FundsLibrary Limited ("FundsLibrary")

In February 2020, the Company acquired FundsLibrary, a provider of fund document and data dissemination in the European market. FundsLibrary's solutions enable fund managers to increase distribution opportunities and help them comply with regulations such as Solvency II and MiFID II. The business was combined with FundAssist Limited ("FundAssist"), Broadridge's existing European funds regulatory communications business. The combination of FundsLibrary's data platform and technology with Broadridge's existing fund calculation, document creation and translation capabilities, creates an end-to-end solution for fund managers and distributors, enabling them to respond to demanding regulatory requirements across multiple jurisdictions. FundsLibrary is included in our ICS reportable segment.

- Goodwill is not tax deductible.
- Intangible assets acquired consist primarily of customer relationships and software technology, which are being amortized over a seven-year life and three-year life, respectively.

NOTE 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1	Quoted market prices in active markets for identical assets and liabilities.
Level 2	Observable market-based inputs other than quoted prices in active markets for identical assets and liabilities.
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company calculates the fair value of its Level 1 and Level 2 instruments, as applicable, based on the exchange-traded price of similar or identical instruments where available or based on other observable instruments. These calculations take into consideration the credit risk of both the Company and its counterparties. The Company has not changed its valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

The fair values of the contingent consideration obligations are based on a probability weighted approach derived from the estimates of earn-out criteria and the probability assessment with respect to the likelihood of achieving those criteria. The measurement is based on significant inputs that are not observable in the market, therefore, the Company classifies this liability as Level 3 in the table below.

The following tables set forth the Company's financial assets and liabilities at June 30, 2022 and 2021, respectively, that are recorded at fair value, segregated by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
		(in millions)		
Assets:				
Cash and cash equivalents:				
Money market funds (a)	$ —	$ —	$ —	$ —
Other current assets:				
Securities	0.6	—	—	0.6
Other non-current assets:				
Securities	118.0	—	—	118.0
Derivative asset	—	101.4	—	101.4
Total assets as of June 30, 2022	$ 118.7	$ 101.4	$ —	$ 220.1
Liabilities:				
Contingent consideration obligations	$ —	$ —	$ 12.9	$ 12.9
Total liabilities as of June 30, 2022	$ —	$ —	$ 12.9	$ 12.9

	Level 1	Level 2	Level 3	Total
		(in millions)		
Assets:				
Cash and cash equivalents:				
Money market funds (a)	$ —	$ —	$ —	$ —
Other current assets:				
Securities	0.7	—	—	0.7
Other non-current assets:				
Securities	120.6	—	—	120.6
Total assets as of June 30, 2021	$ 121.2	$ —	$ —	$ 121.2
Liabilities:				
Contingent consideration obligations	$ —	$ —	$ 23.2	$ 23.2
Total liabilities as of June 30, 2021	$ —	$ —	$ 23.2	$ 23.2

(a) Money market funds include money market deposit account balances of $0.0 million and less than $0.1 million as of June 30, 2022 and 2021, respectively.

In addition, the Company has non-marketable securities with a carrying amount of $53.4 million as of June 30, 2022 and $37.5 million as of June 30, 2021 that are classified as Level 2 financial assets and included as part of Other non-current assets.

The following table sets forth an analysis of changes during fiscal years 2022 and 2021 in Level 3 financial liabilities of the Company:

	June 30,	
	2022	2021
	(in millions)	
Beginning balance	$ 23.2	$ 33.1
Additional contingent consideration incurred	—	7.3
Net increase (decrease) in contingent consideration liability	1.1	(1.5)
Foreign currency impact	(1.0)	1.8
Payments	(10.4)	(17.5)
Ending balance	$ 12.9	$ 23.2

The Company did not incur any Level 3 fair value asset impairments during fiscal year 2022 or fiscal year 2021. Changes in economic conditions or model based valuation techniques may require the transfer of financial instruments between levels. The Company's policy is to record transfers between levels if any, as of the beginning of the fiscal year.

NOTE 8. LEASES

The Company's leases consist primarily of real estate leases in locations where the Company maintains operations, and are classified as operating leases.

The Company evaluates each lease and service arrangement at inception to determine if the arrangement is, or contains, a lease. A lease exists if the Company obtains substantially all of the economic benefits of and has the right to control the use of an asset for a period of time. The lease term begins on the commencement date, which is the date the Company takes possession of the leased property and also classifies the lease as either operating or finance, and may include options to extend or terminate the lease if exercise of the option to extend or terminate the lease is considered to be reasonably certain. The Company's options to extend or terminate a lease generally do not exceed five years. The lease term is used both to determine lease classification as an operating or finance lease and to calculate straight-line lease expense for operating leases. The weighted average remaining operating lease term as of June 30, 2022 was 8.2 years.

ROU assets represent the Company's right to use an underlying asset for the lease term while lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at commencement date based on the present value of fixed lease payments over the lease term. ROU assets also include prepaid lease payments and exclude lease incentives received. Certain leases require the Company to pay taxes, insurance, maintenance, and/or other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the lease liability to the extent they are variable in nature (e.g. based on actual costs incurred). These variable lease costs are recognized as a variable lease expense when incurred. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate to measure the lease liability and the associated ROU asset at commencement date. The incremental borrowing rate was determined based on the rate of interest that the Company would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term. The Company uses the unsecured borrowing rate and risk-adjusts that rate to approximate a collateralized rate. The weighted average discount rate used in measurement of the Company's operating lease liabilities as of June 30, 2022 was 2.8%.

Supplemental Balance Sheet Information

	June 30,	
	2022	2021
	(in millions)	
Assets:		
Operating lease ROU assets (a)	$ 222.8	$ 262.0
Liabilities:		
Operating lease liabilities (a) - Current	$ 45.4	$ 40.2
Operating lease liabilities (a) - Non-current	227.8	263.1
Total Operating lease liabilities	$ 273.2	$ 303.3

(a) Operating lease assets are included within Other non-current assets, and operating lease liabilities are included within Payables and accrued expenses (current portion) and Other non-current liabilities (non-current portion) in the Company's Consolidated Balance Sheets as of June 30, 2022 and 2021, respectively.

Components of Lease Cost (a)

	Years ended June 30,	
	2022	2021
	(in millions)	
Operating lease cost	$ 59.8	$ 53.4
Variable lease cost	$ 29.5	$ 25.8

(a) Lease cost is included within Cost of revenues and Selling, general and administrative expenses, dependent upon the nature and use of the ROU asset, in the Company's Consolidated Statements of Earnings.

Supplemental Cash Flow Information

	Years ended June 30,	
	2022	2021
	(in millions)	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash outflows from operating leases	$ 36.7	$ 33.6
ROU assets obtained in exchange for operating lease liabilities	$ 16.7	$ 24.4

Maturity of Lease Liabilities under ASC 842 (Leases)

Future rental payments on leases with initial non-cancellable lease terms in excess of one year were due as follows at June 30, 2022:

Years Ending June 30,	Operating Leases (in millions)
2023	$ 48.2
2024	43.2
2025	37.5
2026	33.1
2027	31.0
Thereafter	116.0
Total lease payments	309.0
Less: Discount Amount	35.8
Present value of operating lease liabilities	$ 273.2

NOTE 9. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment at cost and Accumulated depreciation at June 30, 2022 and 2021 are as follows:

	June 30,	
	2022	2021
	(in millions)	
Property, plant and equipment:		
Land and buildings	$ 2.5	$ 2.7
Equipment	326.7	310.4
Furniture, leaseholds and other	189.7	196.8
	518.9	509.9
Less: Accumulated depreciation	(368.0)	(332.7)
Property, plant and equipment, net	$ 150.9	$ 177.2

In fiscal years 2022 and 2021, Property, plant and equipment and Accumulated depreciation were each reduced by $7.6 million and $15.6 million, respectively, for asset retirements related to fully depreciated property, plant and equipment no longer in use.

Depreciation expense for Property, plant and equipment for the years ended June 30, 2022, 2021 and 2020 was as follows:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Depreciation expense for Property, plant and equipment	$ 43.3	$ 38.8	$ 50.6

NOTE 10. GOODWILL AND INTANGIBLE ASSETS, NET

Changes in Goodwill for the fiscal years ended June 30, 2022 and 2021 are as follows:

	Investor Communication Solutions	Global Technology and Operations	Total
		(in millions)	
Goodwill, gross, at June 30, 2020	$ 1,039.5	$ 635.0	$ 1,674.5
Additions	—	1,958.2	1,958.2
Foreign currency translation and other	16.5	71.2	87.7
Fair value adjustments (a)	0.2	(0.5)	(0.4)
Accumulated impairment losses	—	—	—
Goodwill, net, at June 30, 2021	$ 1,056.1	$ 2,664.0	$ 3,720.1
Goodwill, gross, at June 30, 2021	$ 1,056.1	$ 2,664.0	$ 3,720.1
Additions	—	10.1	10.1
Foreign currency translation and other	(12.4)	(230.7)	(243.1)
Fair value adjustments (a)	—	(2.3)	(2.3)
Accumulated impairment losses	—	—	—
Goodwill, net, at June 30, 2022	$ 1,043.7	$ 2,441.2	$ 3,484.9

(a) Fair value adjustments includes adjustments to goodwill as part of finalization of the purchase price allocations.

Additions for the fiscal year ended June 30, 2021 relates to the acquisitions of Itiviti and AdvisorStream.

During fiscal years 2022, 2021 and 2020, the Company performed the required impairment tests of Goodwill and determined that there was no impairment. The Company also performs a sensitivity analysis under Step 1 of the goodwill impairment test assuming hypothetical reductions in the fair values of the reporting units. A 10% change in our estimates of projected future operating cash flows, discount rates, or terminal value growth rates, which are the most significant estimates used in our calculations of the fair values of the reporting units, would not result in an impairment of our goodwill.

Intangible assets at cost and accumulated amortization at June 30, 2022 and 2021 are as follows:

	June 30,					
	2022			2021		
	Original Cost	Accumulated Amortization	Intangible Assets, net	Original Cost	Accumulated Amortization	Intangible Assets, net
	(in millions)					
Software licenses	$ 199.2	$ (153.3)	$ 45.9	$ 179.3	$ (129.1)	$ 50.2
Acquired software technology	397.6	(211.3)	186.3	427.3	(149.6)	277.7
Customer contracts and lists	1,273.0	(519.0)	754.0	1,375.7	(373.1)	1,002.6
Acquired intellectual property	136.6	(131.9)	4.7	136.6	(118.0)	18.7
Other intangibles	154.3	(68.1)	86.2	117.9	(42.1)	75.8
	$ 2,160.7	$ (1,083.6)	$ 1,077.1	$ 2,236.8	$ (811.8)	$ 1,425.0

Other intangibles consist primarily of capitalized internal use software. All of the intangible assets have finite lives and as such, are subject to amortization.

The weighted-average remaining useful life of the intangible assets is as follows:

	Weighted-Average Remaining Useful Life (Years)
Acquired software technology	3.5
Software licenses	1.9
Customer contracts and lists	5.2
Acquired intellectual property	0.9
Other intangibles	2.2
Total weighted-average remaining useful life	4.5

Amortization of intangibles for the years ended June 30, 2022, 2021 and 2020 was as follows:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Amortization expense for intangible assets	$ 289.3	$ 182.3	$ 146.1

Estimated remaining amortization expenses of the Company's existing intangible assets for the next five fiscal years and thereafter are as follows:

Years Ending June 30,	(in millions)
2023	$ 266.0
2024	238.9
2025	210.1
2026	187.3
2027	102.1
Thereafter	72.6

NOTE 11. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
ROU assets (a)	$ 222.8	$ 262.0
Long-term investments	221.6	194.0
Contract assets (b)	118.5	89.8
Deferred sales commissions costs	114.2	108.6
Long-term broker fees	45.1	48.7
Deferred data center costs (c)	19.0	24.3
Other	154.1	35.0
Total	$ 895.3	$ 762.5

(a) ROU assets represent the Company's right to use an underlying asset for the lease term. Please refer to Note 8, "Leases" for a further discussion.

(b) Contract assets result from revenue already recognized but not yet invoiced, including certain future amounts to be collected under software term licenses and certain other client contracts.

(c) Represents deferred data center costs associated with the Company's information technology services agreements. Please refer to Note 18, "Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements" for a further discussion.

The total amount of deferred client conversion and start-up costs and deferred sales commission costs amortized in Operating expenses for the fiscal year ended June 30, 2022 and 2021 was $99.0 million and $82.0 million, respectively.

NOTE 12. PAYABLES AND ACCRUED EXPENSES

Payables and accrued expenses consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Accounts payable	$ 244.9	$ 248.9
Employee compensation and benefits	348.1	343.7
Accrued broker fees	154.1	136.0
Accrued dividend payable	75.0	66.8
Business process outsourcing administration fees	65.5	66.1
Customer deposits	58.7	55.5
Operating lease liabilities	45.4	40.2
Accrued taxes	40.9	42.6
Other	82.2	102.9
Total	$ 1,114.9	$ 1,102.7

NOTE 13. BORROWINGS

Outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Expiration Date	Principal amount outstanding at June 30, 2022	Carrying value at June 30, 2022	Carrying value at June 30, 2021	Unused Available Capacity	Fair Value at June 30, 2022
			(in millions)			
Long-term debt						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 25.0	$ 25.0	$ 20.0	$ 1,075.0	$ 25.0
Multicurrency tranche	April 2026	—	—	94.4	400.0	—
Total Revolving Credit Facility		$ 25.0	$ 25.0	$ 114.4	$ 1,475.0	$ 25.0
Fiscal 2021 Term Loans	May 2024	$ 1,540.0	$ 1,535.8	$ 1,543.4	$ —	$ 1,540.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 497.4	$ 496.7	$ —	$ 484.3
Fiscal 2020 Senior Notes	December 2029	750.0	743.4	742.5	—	658.0
Fiscal 2021 Senior Notes	May 2031	1,000.0	991.5	990.6	—	837.5
Total Senior Notes		$ 2,250.0	$ 2,232.3	$ 2,229.8	$ —	$ 1,979.8
Total debt		$ 3,815.0	$ 3,793.0	$ 3,887.6	$ 1,475.0	$ 3,544.8

Future principal payments on the Company's outstanding debt are as follows (in millions):

Years ending June 30,	2023	2024	2025	2026	2027	Thereafter	Total
	$ —	$ 1,540.0	$ —	$ 525.0	$ —	$ 1,750.0	$ 3,815.0

Fiscal 2021 Revolving Credit Facility: In April 2021, the Company entered into an amended and restated $1.5 billion five-year revolving credit facility, as further amended on December 23, 2021, (the "Fiscal 2021 Revolving Credit Facility"), which replaced the $1.5 billion five-year revolving credit facility entered into during March 2019 (the "Fiscal 2019 Revolving Credit Facility") (together the "Revolving Credit Facilities"). The Fiscal 2021 Revolving Credit Facility is comprised of a $1.1 billion U.S. dollar tranche and a $400.0 million multicurrency tranche.

The weighted-average interest rate on the Revolving Credit Facilities was 1.30%, 1.20% and 2.59% for the fiscal years ended June 30, 2022, 2021 and 2020, respectively. The fair value of the variable-rate Fiscal 2021 Revolving Credit Facility borrowings at June 30, 2022 approximates carrying value and has been classified as a Level 2 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Under the Fiscal 2021 Revolving Credit Facility, revolving loans denominated in U.S. Dollars, Canadian Dollars, Euro, Yen, and Swedish Kronor initially bear interest at LIBOR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.015% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on ratings) and revolving loans denominated in Sterling initially bear interest at SONIA plus 1.0476% per annum (subject to step-ups to 1.2076% and step-downs to 0.8376% based on ratings). The Fiscal 2021 Revolving Credit Facility also has an annual facility fee equal to 11.0 basis points on the entire facility (subject to step-ups to 20.0 basis points and step-downs to 7.0 basis points based on ratings). The Company may voluntarily prepay, in whole or in part and without premium or penalty, borrowings under the Fiscal 2021 Revolving Credit Facility in accordance with individual drawn loan maturities. The Fiscal 2021 Revolving Credit Facility is subject to certain covenants, including a leverage ratio. At June 30, 2022, the Company is in compliance with all covenants of the Fiscal 2021 Revolving Credit Facility.

Fiscal 2021 Term Loans: In March 2021, the Company entered into a term credit agreement, as amended on December 23, 2021, ("Term Credit Agreement") providing for term loan commitments in an aggregate principal amount of $2.55 billion, comprised of a $1.0 billion tranche ("Tranche 1") and a $1.55 billion tranche ("Tranche 2," together with Tranche 1, the "Fiscal 2021 Term Loans"). The Company borrowed the Fiscal 2021 Term Loans in May 2021 in order to finance the Itiviti acquisition. Once borrowed, amounts repaid or prepaid in respect of such Fiscal 2021 Term Loans may not be reborrowed. The Tranche 1 Loans was to mature on the date that is 18 months after the date on which the Fiscal 2021 Term Loans are borrowed (the "Funding Date"), but was repaid in full in May 2021 with proceeds from the Fiscal 2021 Senior Notes (as discussed further below). The Tranche 2 Loan will mature in May 2024 on the third anniversary of the Funding Date. The proceeds of the Fiscal 2021 Term Loans were used by the Company to solely finance the acquisition of Itiviti and pay certain fees and expenses in connection therewith. The Tranche 2 Loan bears interest at LIBOR plus 0.875% per annum (subject to step-ups to LIBOR plus 1.250% or a step-down to LIBOR plus 0.750% based on ratings).

The Company may voluntarily prepay, in whole or in part and without premium or penalty. In the event of receipt of cash proceeds by the Company or its subsidiaries from certain incurrences of indebtedness, certain equity issuances, and certain sales, transfers or other dispositions of assets, the Company will be required to prepay outstanding Loans, subject to certain limitations and qualifications as set forth in the Term Credit Agreement. The Term Credit Agreement is subject to certain covenants, including a leverage ratio. At June 30, 2022, the Company is in compliance with all covenants of the Fiscal 2021 Term Loans.

Fiscal 2016 Senior Notes: In June 2016, the Company completed an offering of $500.0 million in aggregate principal amount of senior notes (the "Fiscal 2016 Senior Notes"). The Fiscal 2016 Senior Notes will mature on June 27, 2026 and bear interest at a rate of 3.40% per annum. Interest on the Fiscal 2016 Senior Notes is payable semi-annually in arrears on June 27 and December 27 of each year. The Fiscal 2016 Senior Notes were issued at a price of 99.589% (effective yield to maturity of 3.449%). The indenture governing the Fiscal 2016 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2016 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2016 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2016 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2016 Senior Notes at June 30, 2022 and June 30, 2021 was $484.3 million and $549.0 million, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Fiscal 2020 Senior Notes: In December 2019, the Company completed an offering of $750.0 million in aggregate principal amount of senior notes (the "Fiscal 2020 Senior Notes"). The Fiscal 2020 Senior Notes will mature on December 1, 2029 and bear interest at a rate of 2.90% per annum. Interest on the Fiscal 2020 Senior Notes is payable semi-annually in arrears on June 1 and December 1 of each year. The Fiscal 2020 Senior Notes were issued at a price of 99.717% (effective yield to maturity of 2.933%). The indenture governing the Fiscal 2020 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2020 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2020 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2020 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2020 Senior Notes at June 30, 2022 and June 30, 2021 was $658.0 million and $791.3 million, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

Fiscal 2021 Senior Notes: In May 2021, the Company completed an offering of $1.0 billion in aggregate principal amount of senior notes (the "Fiscal 2021 Senior Notes"). The Fiscal 2021 Senior Notes will mature on May 1, 2031 and bear interest at a rate of 2.60% per annum. Interest on the Fiscal 2021 Senior Notes is payable semi-annually in arrears on May 1 and November 1 of each year. The Fiscal 2021 Senior Notes were issued at a price of 99.957% (effective yield to maturity of 2.605%). The indenture governing the Fiscal 2021 Senior Notes contains certain covenants including covenants restricting the Company's ability to create or incur liens securing indebtedness for borrowed money, to enter into certain sale-leaseback transactions, certain subsidiary indebtedness, and to engage in mergers or consolidations and transfer or lease all or substantially all of our assets. At June 30, 2022, the Company is in compliance with the covenants of the indenture governing the Fiscal 2021 Senior Notes. The indenture also contains covenants regarding the purchase of the Fiscal 2021 Senior Notes upon a change of control triggering event. The Company may redeem the Fiscal 2021 Senior Notes in whole or in part at any time before their maturity. The fair value of the fixed-rate Fiscal 2021 Senior Notes at June 30, 2022 and June 30, 2021 was $837.5 million and $1.02 billion, respectively, based on quoted market prices and has been classified as a Level 1 financial liability (as defined in Note 7, "Fair Value of Financial Instruments").

The Fiscal 2021 Revolving Credit Facility, Fiscal 2021 Term Loans, Fiscal 2016 Senior Notes, Fiscal 2020 Senior Notes and Fiscal 2021 Senior Notes are senior unsecured obligations of the Company and are ranked equally in right of payment.

In addition, certain of the Company's subsidiaries established unsecured, uncommitted lines of credit with banks. As of June 30, 2022 and 2021, respectively, there were no outstanding borrowings under these lines of credit.

NOTE 14. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities consisted of the following:

	June 30,	
	2022	2021
	(in millions)	
Operating lease liabilities	$ 227.8	$ 263.1
Post-employment retirement obligations	157.8	162.8
Non-current income taxes	45.9	48.2
Acquisition related contingencies	15.6	15.1
Other	34.4	48.0
Total	$ 481.5	$ 537.2

NOTE 15. STOCK-BASED COMPENSATION

Incentive Equity Awards. The Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan (the "2007 Plan") and 2018 Omnibus Award Plan (the "2018 Plan") provide for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock awards, stock bonuses and performance compensation awards to employees, non-employee directors, and other key individuals who perform services for the Company. The 2018 Plan was approved by shareholders in November 2018 and replaced the 2007 Plan. The accounting for stock-based compensation requires the measurement of stock-based compensation expense to be recognized in the Consolidated Statements of Earnings based on the fair value of the award on the date of grant. In accordance with the 2007 Plan and 2018 Plan, the Company's stock-based compensation consists of the following:

Stock Options: Stock options are granted to employees at exercise prices equal to the fair market value of the Company's common stock on the dates of grant. Stock options are generally issued under a graded vesting schedule, meaning that they vest ratably over four years, and have a term of 10 years. A portion of the stock options granted in fiscal year 2018 have a cliff vesting schedule meaning that they fully vest in four years from the grant date and have a term of 10 years. Compensation expense for stock options under a graded vesting schedule is recognized over the requisite service period for each separately vesting portion of the stock option award. Compensation expense for stock options under a cliff vesting schedule is recognized equally over the vesting period of four years with 25 percent of the cost recognized over each 12 months period net of estimated forfeitures.

Time-based Restricted Stock Units: The Company has a time-based restricted stock unit ("RSU") program under which RSUs representing the right to receive one share of the Company's common stock for each vested RSU granted. Time-based RSUs typically vest two and one-half years from the date of grant. The Company records stock compensation expense for time-based RSUs net of estimated forfeitures on a straight-line basis over the vesting period.

Performance-based Restricted Stock Units: The Company has a performance-based RSU program under which RSUs representing the right to receive one share of the Company's common stock for each vested RSU granted. RSUs vest upon the achievement by the Company of specific performance metrics. The Company records stock compensation expense for performance-based RSUs net of estimated forfeitures on a straight-line basis over the performance period, plus a subsequent vesting period, which typically totals approximately two and one-half years from the date of grant.

The activity related to the Company's incentive equity awards for the fiscal years ended June 30, 2022, 2021 and 2020 consisted of the following:

	Stock Options		Time-based RSUs		Performance-based RSUs	
	Number of Options	Weighted Average Exercise Price	Number of Shares	Weighted Average Grant-Date Fair Value	Number of Shares	Weighted Average Grant-Date Fair Value
Balances at June 30, 2019	4,201,614	$ 63.85	819,299	$ 92.15	325,777	$ 97.43
Granted	501,192	117.43	340,006	118.74	110,260	120.09
Exercised (a)	(905,231)	46.47	—	—	—	—
Vesting of RSUs (b)	—	—	(408,716)	78.76	(176,900)	77.19
Expired/forfeited	(26,788)	88.01	(50,591)	113.07	(7,541)	80.24
Balances at June 30, 2020	3,770,787	$ 74.97	699,998	$ 111.37	251,596	$ 122.11
Granted	359,464	147.97	382,340	132.21	141,838	126.96
Exercised (a)	(756,915)	46.26	—	—	—	—
Vesting of RSUs (b)	—	—	(272,131)	122.92	(122,146)	119.15
Expired/forfeited	(169,654)	105.40	(48,870)	121.32	(23,708)	122.76
Balances at June 30, 2021	3,203,682	$ 88.33	761,337	$ 117.07	247,580	$ 126.29
Granted	436,913	146.26	396,667	159.57	103,084	157.88
Exercised (a)	(850,514)	70.94	—	—	—	—
Vesting of RSUs (b)	—	—	(318,693)	117.62	(91,246)	119.65
Expired/forfeited	(83,396)	114.58	(88,459)	145.53	(49,137)	109.45
Balances at June 30, 2022 (c)	2,706,685	$ 102.34	750,852	$ 135.94	210,281	$ 148.59

(a) Stock options exercised during the fiscal years ended June 30, 2022, 2021 and 2020 had intrinsic values of $79.6 million, $70.8 million and $68.9 million, respectively.

(b) Time-based RSUs that vested during the fiscal years ended June 30, 2022, 2021 and 2020 had a total fair value of $50.5 million, $42.1 million and $38.4 million, respectively. Performance-based RSUs that vested during the fiscal years ended June 30, 2022, 2021 and 2020 had a total fair value of $14.3 million, $18.7 million and $16.5 million, respectively.

(c) As of June 30, 2022, the Company's outstanding stock options using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $112.2 million. As of June 30, 2022, the Company's outstanding "in the money" vested stock options using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $102.9 million. As of June 30, 2022, time-based RSUs and performance-based RSUs expected to vest using the fiscal year-end share price of $142.55 had an aggregate intrinsic value of $101.8 million and $28.2 million, respectively. Performance-based RSUs granted in the table above represent initial target awards, and performance adjustments for (i) change in shares issued based upon attainment of performance goals determined in the period, and (ii) estimated change in shares issued resulting from attainment of performance goals to be determined at the end of the prospective performance period.

The tables below summarize information regarding the Company's outstanding and exercisable stock options as of June 30, 2022:

	Outstanding Options			
Range of Exercise Prices	Options Outstanding	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value (in millions) (a)
$0.01 to $35.00	8,060	0.62	$ 22.27	
$35.01 to $50.00	160,285	1.71	$ 38.33	
$50.01 to $65.00	347,382	3.18	$ 52.86	
$65.01 to $80.00	147,362	4.55	$ 67.32	
$80.01 to $95.00	577,190	5.43	$ 93.64	
$95.01 to $110.00	328,667	6.56	$ 98.81	
$110.01 to $125.00	384,197	7.58	$ 117.44	
$125.01 to $173.00	753,542	9.18	$ 147.00	
	2,706,685	6.35	$ 102.34	$ 112.2

	Exercisable Options			
Range of Exercise Prices	Options Exercisable	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value (in millions) (a)
$0.01 to $35.00	8,060	0.62	$ 22.27	
$35.01 to $50.00	160,285	1.71	$ 38.33	
$50.01 to $65.00	347,382	3.18	$ 52.86	
$65.01 to $80.00	147,362	4.55	$ 67.32	
$80.01 to $95.00	577,190	5.43	$ 93.64	
$95.01 to $110.00	227,345	6.55	$ 99.03	
$110.01 to $125.00	196,079	7.57	$ 117.54	
$125.01 to $173.00	118,286	8.71	$ 152.45	
	1,781,989	5.16	$ 85.44	$ 102.9

(a) Calculated using the closing stock price on the last trading day of fiscal year 2022 of $142.55, less the option exercise price, multiplied by the number of instruments.

Stock-based compensation expense of $68.4 million, $58.6 million, and $60.8 million was recognized in the Consolidated Statements of Earnings for the fiscal years ended June 30, 2022, 2021 and 2020, respectively, as well as related tax benefits of $15.7 million, $13.0 million, and $13.5 million, respectively.

As of June 30, 2022, the total remaining unrecognized compensation cost related to non-vested stock options and RSU awards amounted to $14.4 million and $59.6 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 2.0 years and 1.5 years, respectively.

In April 2013, the Company began reissuing treasury stock to satisfy stock option exercises and issuances under the Company's RSU awards. From time to time, the Company may repurchase shares of its common stock under its authorized share repurchase programs. The Company did not repurchase shares in fiscal years 2022 or 2021 under our share repurchase program, which excludes shares withheld by the Company to cover payroll taxes on the vesting of RSU awards, which are also accounted for as treasury stock. The Company considers several factors in determining when to execute share repurchases, including, among other things, actual and potential acquisition activity, cash balances and cash flows, issuances due to employee benefit plan activity, and market conditions.

The following table presents the assumptions used to determine the fair values of the stock option grants using the Binomial options pricing model during the fiscal years ended June 30, 2022, 2021 and 2020:

	Years ended June 30,		
	2022	2021	2020
Graded Vesting			
Risk-free interest rate	1.9 %	0.6 %	1.5 %
Dividend yield	1.8 %	1.6 %	1.8 %
Weighted-average volatility factor	27.8 %	27.0 %	23.0 %
Weighted-average expected life (in years)	5.6	5.7	5.7
Weighted-average fair value (in dollars)	$ 33.29	$ 30.98	$ 21.49

NOTE 16. EMPLOYEE BENEFIT PLANS

A. Defined Contribution Savings Plans. The Company sponsors a 401(k) savings plan covering eligible U.S. employees of the Company. This plan provides a base contribution plus Company matching contributions on a portion of employee contributions.

An Executive Retirement and Savings Plan (the "ERSP") was adopted effective January 1, 2015 for those executives who are not participants in the Broadridge SORP or Broadridge SERP (defined below). The ERSP is a defined contribution plan that allows eligible full-time U.S. employees to defer compensation until a later date and the Company will match a portion of the deferred compensation above the qualified defined contribution compensation and deferral limitations.

The costs recorded by the Company for these plans were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
401(k) savings plan	$ 47.5	$ 39.0	$ 42.6
ERSP	3.6	2.7	2.5
Total	$ 51.1	$ 41.6	$ 45.1

B. Defined Benefit Pension Plans. The Company sponsors a Supplemental Officer Retirement Plan (the "SORP"). The SORP is a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key officers upon retirement based upon the officers' years of service and compensation. The SORP was closed to new participants beginning in fiscal year 2015. The Company also sponsors a Supplemental Executive Retirement Plan (the "SERP"). The SERP is also a nonqualified ERISA defined benefit plan pursuant to which the Company will pay supplemental pension benefits to certain key executives upon retirement based upon the executives' years of service and compensation. The SERP was closed to new participants beginning in fiscal year 2015.

The SORP and SERP are effectively funded with assets held in a Rabbi Trust. The assets invested in the Rabbi Trust are to be used in part to fund benefit payments to participants under the terms of the plans. The Rabbi Trust is irrevocable and no portion of the trust funds may be used for any purpose other than the delivery of those assets to the participants, except that assets held in the Rabbi Trust would be subject to the claims of the Company's general creditors in the event of bankruptcy or insolvency of the Company. The SORP and SERP are nonqualified plans for federal tax purposes and for purposes of Title I of ERISA. The Rabbi Trust assets had a value of $55.6 million at June 30, 2022 and $62.6 million at June 30, 2021 and are included in Other non-current assets in the accompanying Consolidated Balance Sheets.

The amounts charged to expense by the Company for these plans were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
SORP	$ 5.7	$ 5.6	$ 4.8
SERP	0.5	0.5	0.4
Total	$ 6.2	$ 6.1	$ 5.2

The benefit obligation to the Company under these plans at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
SORP	$ 51.6	$ 59.5	$ 53.8
SERP	5.4	6.4	6.0
Total	$ 57.0	$ 65.9	$ 59.8

C. Other Post-retirement Benefit Plan. The Company sponsors an Executive Retiree Health Insurance Plan. It is a post-retirement benefit plan pursuant to which the Company helps defray the health care costs of certain eligible key executive retirees and qualifying dependents, based upon the retirees' age and years of service, until they reach the age of 65. The plan is currently unfunded.

The amounts charged to expense by the Company for this plan were:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Executive Retiree Health Insurance Plan	$ 0.1	$ 0.3	$ 0.5

The benefit obligation to the Company under this plan at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Executive Retiree Health Insurance Plan	$ 4.0	$ 3.7	$ 4.5

D. Other Post-employment Benefit Obligations. The Company sponsors certain non-U.S. benefits-related plans covering certain eligible international employees who are eligible under the terms of their employment in their respective countries. These plans are generally unfunded.

The amounts charged to expense by the Company for these plans were in fiscal years 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Other Non-U.S. Benefits-Related Plans	$ 2.0	$ 1.8	$ 1.0

The benefit obligation to the Company under these plans at June 30, 2022, 2021 and 2020 was:

	Years ended June 30,		
	2022	2021	2020
	(in millions)		
Other Non-U.S. Benefits-Related Plans	$ 9.8	$ 9.1	$ 6.4

NOTE 17. INCOME TAXES

Earnings before income taxes shown below are based on the geographic location to which such earnings are attributable.

	Years Ended June 30,		
	2022	2021	2020
	(in millions)		
Earnings before income taxes:			
U.S.	$ 609.9	$ 604.4	$ 492.4
Foreign	62.3	91.8	87.2
Total	$ 672.2	$ 696.2	$ 579.5

The Provision for income taxes consists of the following components:

	Years Ended June 30,		
	2022	2021	2020
	(in millions)		
Current:			
U.S. Domestic	$ 25.4	$ 51.2	$ 46.7
Foreign	45.4	34.9	33.1
State	11.7	10.5	8.3
Total current	82.4	96.7	88.1
Deferred:			
U.S. Domestic	65.8	55.3	33.1
Foreign	(31.7)	(9.5)	(10.7)
State	16.6	6.2	6.5
Total deferred	50.7	52.0	29.0
Total Provision for income taxes	$ 133.1	$ 148.7	$ 117.0

	Years Ended June 30,					
	2022	%	2021	%	2020	%
	(in millions)					
Provision for income taxes at U.S. statutory rate	$ 141.2	21.0	$ 146.2	21.0	$ 121.7	21.0
Increase (decrease) in Provision for income taxes from:						
State taxes, net of federal tax	23.9	3.6	15.2	2.2	11.3	1.9
Foreign tax differential	(1.5)	(0.2)	4.8	0.7	3.2	0.6
Valuation allowances	0.3	—	1.0	0.1	2.4	0.4
Stock-based compensation - excess tax benefits ("ETB")	(18.1)	(2.7)	(16.9)	(2.4)	(15.6)	(2.7)
Tax Credits and Foreign-Derived Intangible Income Deduction ("FDII")	(16.6)	(2.5)	(8.8)	(1.3)	(9.2)	(1.6)
Other	3.9	0.6	7.2	1.0	3.3	0.6
Total Provision for income taxes	$ 133.1	19.8	$ 148.7	21.4	$ 117.0	20.2

The Provision for income taxes and effective tax rates for the fiscal year ended June 30, 2022 were $133.1 million and 19.8%, compared to $148.7 million and 21.4%, for the fiscal year ended June 30, 2021, respectively. The decrease in the effective tax rate for the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021 was primarily driven by higher total discrete benefits, in addition to higher ETB of $18.1 million for the fiscal year ended June 30, 2022 compared to $16.9 million for the fiscal year ended June 30, 2021.

The Provision for income taxes and effective tax rates for the fiscal year ended June 30, 2021 were $148.7 million and 21.4%, compared to $117.0 million and 20.2%, for the fiscal year ended June 30, 2020, respectively. The increase in the effective tax rate for the fiscal year ended June 30, 2021 compared to the fiscal year ended June 30, 2020 was primarily driven by lower discrete benefits, partially offset by higher ETB of $16.9 million for the fiscal year ended June 30, 2021 compared to $15.6 million for the fiscal year ended June 30, 2020.

As of June 30, 2022, the Company had approximately $735.7 million of accumulated earnings and profits attributable to foreign subsidiaries. The Company considers $460.2 million of accumulated earnings attributable to foreign subsidiaries to be permanently reinvested outside the U.S. and has not determined the cost to repatriate such earnings since it is not practicable to calculate the amount of income taxes payable in the event all such foreign earnings are repatriated. The Company does not consider the remaining $275.4 million of accumulated earnings to be permanently reinvested outside the U.S. The Company has accrued approximately $14.7 million of foreign income and withholding taxes, state income taxes, and tax on exchange gain attributable to such earnings.

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. Significant components of the Company's deferred tax assets and liabilities at June 30, 2022 and 2021 were as follows:

	June 30,	
	2022	2021
	(in millions)	
Classification:		
Long-term deferred tax assets (included in Other non-current assets)	$ 9.8	$ 5.9
Long-term deferred tax liabilities	(446.1)	(400.7)
Net deferred tax liabilities	$ (436.3)	$ (394.8)
Components:		
Deferred tax assets:		
Accrued expenses not currently deductible	$ 8.7	$ 8.2
Compensation and benefits not currently deductible	68.0	64.7
Net operating and capital losses	29.8	33.6
Tax credits	13.1	11.2
Other	27.6	15.8
Total deferred tax assets	147.1	133.4
Less: Valuation allowances	(10.7)	(10.5)
Deferred tax assets, net	136.5	123.0
Deferred tax liabilities:		
Goodwill and identifiable intangibles	248.0	319.1
Depreciation	21.5	29.0
Net deferred expenses	249.5	142.5
Unremitted earnings	14.7	16.3
Cross Currency Swap and Treasury-Locks	22.4	—
Other	16.7	10.9
Deferred tax liabilities	572.8	517.8
Net deferred tax liabilities	$ (436.3)	$ (394.8)

The Company has estimated foreign net operating loss carryforwards of approximately $59.5 million as of June 30, 2022 of which $8.8 million are subject to expiration in the June 30, 2023 through June 30, 2042 period, and of which $50.7 million has an indefinite utilization period. In addition, the Company has estimated U.S. federal net operating loss carryforwards of approximately $41.3 million of which $20.4 million are subject to expiration in the June 30, 2023 through June 30, 2037 period with the balance of $20.9 million having an indefinite utilization period.

Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that the Company will not be able to utilize the deferred tax assets of certain subsidiaries to offset future taxable earnings. The Company has recorded valuation allowances of $10.7 million and $10.5 million at June 30, 2022 and 2021, respectively. The determination as to whether a deferred tax asset will be recognized is made on a jurisdictional basis and is based on the evaluation of historical taxable income or loss, projected future taxable income, carryforward periods, scheduled reversals of deferred tax liabilities and tax planning strategies. Projected future taxable income is based on expected results and assumptions as to the jurisdiction in which the income will be earned. The assumptions used to project future taxable income require significant judgment and are consistent with the plans and estimates used to manage the underlying businesses.

In the next twelve months, the Company does not expect a material change to its net reserve balance for unrecognized tax benefits.

The following table summarizes the activity related to the Company's gross unrecognized tax positions:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(in millions)		
Beginning balance	$ 50.7	$ 37.1	$ 40.2
Gross increase related to prior period tax positions	8.3	12.2	0.5
Gross increase related to current period tax positions	8.3	4.3	5.9
Gross decrease related to prior period tax positions	(9.7)	(2.9)	(9.5)
Ending balance	$ 57.6	$ 50.7	$ 37.1

As of June 30, 2022, 2021 and 2020, the net reserve for unrecognized tax positions recorded by the Company that is included in the preceding table of gross unrecognized tax positions was $51.6 million, $47.5 million, and $33.8 million, respectively, and if reversed in full, would favorably affect the effective tax rate by these amounts, respectively.

The $9.7 million, $2.9 million, and $9.5 million gross decreases in fiscal years 2022, 2021 and 2020, respectively, for prior period tax positions related to certain tax audit settlements and certain state, federal and foreign statute of limitation expirations.

During the fiscal year ended June 30, 2022, the Company adjusted accrued interest by $0.2 million and recognized a total liability for interest on unrecognized tax positions of $3.8 million; in the fiscal year ended June 30, 2021, the Company adjusted accrued interest by less than $0.1 million and recognized a total liability for interest on unrecognized tax positions of $3.6 million; in the fiscal year ended June 30, 2020, the Company adjusted accrued interest by less than $0.1 million and recognized a total liability for interest on unrecognized tax positions of $3.6 million.

The Company is regularly subject to examination of its income tax returns by U.S. Federal, state and foreign income tax authorities. The tax years that are currently open and could be subject to income tax audits for U.S. federal and most state and local jurisdictions are fiscal years ending June 30, 2019 through June 30, 2022, and for Canadian operations that could be subject to audit in Canada, fiscal years ending June 30, 2015 through June 30, 2022. A change in the assessment of the outcomes of such matters could materially impact our Consolidated Financial Statements.

NOTE 18. CONTRACTUAL COMMITMENTS, CONTINGENCIES, AND OFF-BALANCE SHEET ARRANGEMENTS

Data Center Agreements

In March 2010, the Company and IBM entered into an Information Technology Services Agreement (the "IT Services Agreement"), under which IBM provided certain aspects of the Company's information technology infrastructure. Under the IT Services Agreement, IBM provided a broad range of technology services to the Company including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The migration of data center processing to IBM was completed in August 2012. The IT Services Agreement would have expired on June 30, 2022, but a two-year extension was signed in March 2015, amending the expiration date to June 30, 2024. In December 2019, the Company and IBM amended and restated the IT Services Agreement (the "Amended IT Services Agreement"), which now expires on June 30, 2027. The Company has the option of incorporating additional services into the Amended IT Services Agreement over time. The Company may renew the term of the Amended IT Services Agreement for up to one additional 12-month period. On July 28, 2021, the Company entered into a novation agreement with IBM (the "U.S. Novation Agreement") pursuant to which IBM novated the Amended IT Services Agreement to Kyndryl, Inc., an entity formed in connection with IBM's spin-off of its managed infrastructure services business ("Kyndryl"), effective September 1, 2021. Fixed minimum commitments remaining under the Amended IT Services Agreement at June 30, 2022 are $145.8 million through fiscal year 2027, the final year of the Amended IT Services Agreement.

In December 2019, the Company and IBM entered into an information technology agreement for private cloud services (the "Private Cloud Agreement") under which IBM will operate, manage and support the Company's private cloud global distributed platforms and products, and operate and manage certain Company networks. The Private Cloud Agreement has an initial term of approximately 10 years and three months, expiring on March 31, 2030. As a result of the Private Cloud Agreement, the Company transferred certain of its employees in April 2020 to IBM and its affiliates, and such transferred employees are expected to continue providing services to the Company on behalf of IBM under the Private Cloud Agreement. Pursuant to the Private Cloud Agreement, the Company agreed to transfer the ownership of certain Company-owned hardware (the "Hardware") located at Company facilities worldwide to IBM. The transfer of the Hardware and Maintenance Contracts to IBM closed on September 30, 2020 for a selling price of $18.0 million. On July 28, 2021, IBM novated the Private Cloud Agreement to Kyndryl, effective September 1, 2021, pursuant to the U.S. Novation Agreement. Fixed minimum commitments remaining under the Private Cloud Agreement at June 30, 2022 are $175.2 million through March 31, 2030, the final year of the contract.

In March 2014, the Company and IBM United Kingdom Limited ("IBM UK") entered into an Information Technology Services Agreement (the "EU IT Services Agreement"), under which IBM UK provides data center services supporting the Company's technology outsourcing services for certain clients in Europe and Asia. The EU IT Services Agreement would have expired in October 2023. In December 2019, the Company amended the existing EU IT Services Agreement whereby the Company will migrate from the existing dedicated on-premises solution to a managed Broadridge private cloud environment provided by IBM, as well as extended the term of the EU IT Services Agreement to June 2029 (the "Amended EU IT Services Agreement"). The Company has the right to renew the term of the Amended EU IT Services Agreement for up to one additional 12-month period or one additional 24-month period. On August 19, 2021, the Company entered into a novation agreement with IBM UK pursuant to which IBM UK novated the EU IT Services Agreement to Kyndryl UK Limited, effective September 1, 2021. Fixed minimum commitments remaining under the Amended EU IT Services Agreement at June 30, 2022 are $26.0 million through fiscal year 2029, the final year of the contract.

The total annual expenses related to these Kyndryl agreements and certain other data center arrangements was $198.3 million, $176.7 million, and $118.7 million, for the fiscal years ended June 30, 2022, 2021, and 2020, respectively.

The following table summarizes the capitalized costs related to data center agreements as of June 30, 2022:

	Amended IT Services Agreement	Amended EU IT Services Agreement	Total
		(in millions)	
Capitalized costs, beginning balance	$ 62.8	$ 9.0	$ 71.8
Capitalized costs incurred	0.3	—	0.3
Impact of foreign currency exchange	—	(1.4)	(1.4)
Total capitalized costs, ending balance	63.0	7.6	70.7
Total accumulated amortization	(46.6)	(5.4)	(52.0)
Net Deferred Kyndryl Costs	$ 16.4	$ 2.3	$ 18.7

Cloud Services Resale Agreement

On December 31, 2021, the Company and Presidio Networked Solutions LLC ("Presidio"), a reseller of services of Amazon Web Services, Inc. and its affiliates (collectively, "AWS"), entered into an Order Form and AWS Private Pricing Addendum, dated December 31, 2021 (the "Order Form"), to the Cloud Services Resale Agreement, dated December 15, 2017, as amended (together with the Order Form, the "AWS Cloud Agreement"), whereby Presidio will resell to the Company certain public cloud infrastructure and related services provided by AWS for the operation, management and support of the Company's cloud global distributed platforms and products. The AWS Cloud Agreement expires on December 31, 2026. Fixed minimums remaining under the AWS Cloud Agreement at June 30, 2022 are $226.8 million in the aggregate through December 31, 2026.

Investments

The Company has an equity method investment that is a variable interest in a variable interest entity. The Company is not the primary beneficiary and therefore does not consolidate the investee. The Company's potential maximum loss exposure related to its unconsolidated investment in this variable interest entity totaled $42.7 million as of June 30, 2022, which represents the carrying value of the Company's investment.

In addition, as of June 30, 2022, the Company also has a future commitment to fund $0.9 million to one of the Company's other investees.

Contractual Obligations

The Company has obligations under the Amended IT Services Agreement, the Amended EU IT Services Agreement, the Private Cloud Agreement, the AWS Cloud Agreement, software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements.

The following table summarizes the total expenses related to these agreements:

	Years ended June 30,		
	2022	2021	2020
		(in millions)	
Data center expenses	$ 248.0	$ 204.3	$ 128.9
Software license agreements	81.9	63.6	46.9
Software/hardware maintenance agreements	77.3	77.5	72.1
Total expenses	$ 407.1	$ 345.4	$ 247.9

The future minimum commitments at June 30, 2022 for the aforementioned Amended IT Services Agreement, the Amended EU IT Services Agreement, the Private Cloud Agreement, the AWS Cloud Agreement, software license agreements including hosted software arrangements, and software and hardware maintenance and support agreements are as follows:

Years Ending June 30,	(in millions)
2023	$ 138.2
2024	125.8
2025	110.8
2026	106.4
2027	78.8
Thereafter	69.6
Total	$ 629.7

Other

It is not the Company's business practice to enter into off-balance sheet arrangements. However, the Company is exposed to market risk from changes in foreign currency exchange rates that could impact its financial position, results of operations, and cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. In January 2022, the Company entered into a series of cross-currency swap transactions which were designated as a new investment hedge against a portion of the Company's net investment in its Euro functional subsidiaries. The Company was not a party to any outstanding derivative financial instruments at June 30, 2021.

In January 2022, the Company executed a series of cross-currency swap derivative contracts with an aggregate notional amount of EUR 880 million which are designated as net investment hedges to hedge a portion of its net investment in its subsidiaries whose functional currency is the Euro. The cross-currency swap derivative contracts are agreements to pay fixed-rate interest in Euros and receive fixed-rate interest in U.S. Dollars, thereby effectively converting a portion of the Company's U.S. Dollar denominated fixed-rate debt into Euro denominated fixed-rate debt. The cross-currency swaps mature in May 2031 to coincide with the maturity of the Fiscal 2021 Senior Notes. Accordingly, foreign currency transaction gains or losses on the qualifying net investment hedge instruments are recorded as foreign currency translation within other comprehensive income (loss), net in the Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At June 30, 2022, the Company's position on the cross-currency swaps was an asset of $101.4 million, and is recorded as part of Other non-current assets on the Consolidated Balance Sheets with the offsetting amount recorded as part of Accumulated other comprehensive income (loss), net of tax. The Company has elected the spot method of accounting whereby the net interest savings from the cross-currency swaps is recognized as a reduction in interest expense in the Company's Consolidated Statements of Earnings.

In connection with the acquisition of Itiviti in March 2021 the Company entered into two derivative instruments designed to mitigate the Company's exposure to the impact of (i) changes in foreign exchange rates on the acquisition of Itiviti purchase consideration, and (ii) changes in interest rates on the Fiscal 2021 Senior Notes.

In March 2021, the Company executed a forward foreign exchange derivative instrument ("Forward") with an aggregate notional amount of EUR 1.955 billion. The Forward acted as an economic hedge against the impact of changes in the Euro on the Company's purchase consideration for the acquisition of Itiviti. The Company recorded changes in fair value of the Forward as part of Other non-operating income (expenses), net in the Consolidated Statement of Earnings. In May 2021, the Company settled the Forward derivative for a cumulative pre-tax gain of $66.7 million.

In March 2021, the Company also executed a forward treasury lock agreement ("Treasury Lock"), designated as a cash flow hedge, in the aggregate notional amount of $1.0 billion to manage exposure to fluctuations in the benchmark interest rate associated with the Fiscal 2021 Senior Notes, which were used to pay down a portion of the Term Credit Agreement associated with the Itiviti acquisition. Accordingly, changes in the fair value of the Treasury Lock were recorded as part of Other comprehensive income (loss), net each period up to when the Treasury Lock was settled. In May 2021, the Treasury Lock was settled for a pre-tax loss of $11.0 million, after which the final settlement loss will be amortized into Interest expense, net ratably over the ten year term of the Fiscal 2021 Senior Notes. The expected amount of the existing loss that will be amortized into earnings before income taxes within the next twelve months is approximately $1.1 million.

In the normal course of business, the Company is subject to various claims and litigation. While the outcome of any claim or litigation is inherently unpredictable, the Company believes that the ultimate resolution of these matters will not, individually or in the aggregate, result in a material impact on its financial condition, results of operations or cash flows.

In the normal course of business, the Company also enters into contracts in which it makes representations and warranties that relate to the performance of the Company's products and services. The Company does not expect any material losses related to such representations and warranties, or collateral arrangements.

The Company's business process outsourcing and mutual fund processing services are performed by Broadridge Business Process Outsourcing, LLC ("BBPO"), an indirect subsidiary, which is a broker-dealer registered with the Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Although BBPO's FINRA membership agreement allows it to engage in clearing and the retailing of corporate securities in addition to mutual fund retailing on a wire order basis, BBPO does not clear customer transactions, process any retail business or carry customer accounts. As a registered broker-dealer and member of FINRA, BBPO is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934, as amended, which requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this net capital requirement.

BBPO, as a "Managing Clearing Member" of the Options Clearing Corporation (the "OCC"), is also subject to OCC Rule 309(b) with respect to the business process outsourcing services that it provides to other OCC "Managed Clearing Member" broker-dealers. OCC Rule 309(b) requires BBPO to maintain a minimum net capital amount. At June 30, 2022, BBPO was in compliance with this net capital requirement.

In addition, Matrix Trust Company, a subsidiary of the Company, is a Colorado State non-depository trust company and National Securities Clearing Corporation trust member, whose primary business is to provide cash agent, custodial and directed trustee services to institutional customers, and investment management services to collective investment trust funds. As a result, Matrix Trust Company is subject to various regulatory capital requirements administered by the Colorado Division of Banking and the Arizona Department of Financial Institutions, as well as the National Securities Clearing Corporation. Specific capital requirements that involve quantitative measures of assets, liabilities, and certain off-balance sheet items, when applicable, must be met. At June 30, 2022, Matrix Trust Company was in compliance with its capital requirements.

NOTE 19. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT

The following tables summarize the changes in the accumulated balances for each component of accumulated other comprehensive income/(loss):

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
		(in millions)		
Balances at June 30, 2019	$ (58.3)	$ (12.9)	$ —	$ (71.2)
Other comprehensive income (loss) before reclassifications	(26.4)	(4.2)	—	(30.7)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	1.5	—	1.5
Balances at June 30, 2020	$ (84.7)	$ (15.7)	$ —	$ (100.4)
Other comprehensive income (loss) before reclassifications	117.6	(2.1)	(8.3)	107.2
Amounts reclassified from accumulated other comprehensive income/(loss)	—	2.4	0.1	2.5
Balances at June 30, 2021	$ 32.9	$ (15.4)	$ (8.2)	$ 9.2
Other comprehensive income (loss) before reclassifications	(247.0)	8.6	—	(238.5)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	2.0	0.8	2.8
Balances at June 30, 2022	$ (214.1)	$ (4.8)	$ (7.4)	$ (226.3)

NOTE 20. FINANCIAL DATA BY SEGMENT

The Company operates in two reportable segments: Investor Communication Solutions and Global Technology and Operations. See Note 1, "Basis of Presentation" for a further description of the Company's reportable segments.

The primary components of "Other" are certain gains, losses, corporate overhead expenses and non-operating expenses that have not been allocated to the reportable segments, such as interest expense. Foreign currency exchange is a reconciling item between the actual foreign currency exchange rates and the constant foreign currency exchange rates used for internal management reporting.

Certain corporate expenses, as well as certain centrally managed expenses, are allocated based upon budgeted amounts in a reasonable manner. Because the Company compensates the management of its various businesses on, among other factors, segment profit, the Company may elect to record certain segment-related operating and non-operating expense items in Other rather than reflect such items in segment profit.

	Investor Communication Solutions	Global Technology and Operations	Other	Foreign Currency Exchange	Total
			(in millions)		
Year ended June 30, 2022					
Revenues	$ 4,262.1	$ 1,474.4	$ —	$ (27.4)	$ 5,709.1
Earnings (loss) before income taxes	726.3	139.5	(188.9)	(4.7)	672.2
Assets	2,505.3	5,149.1	514.4	—	8,168.8
Capital expenditures	15.9	7.0	6.1	—	29.0
Depreciation and amortization	38.0	19.5	24.9	(0.1)	82.4
Amortization of acquired intangibles	69.3	189.3	—	(8.4)	250.2
Amortization of other assets	39.5	76.3	16.5	(1.0)	131.4
Year ended June 30, 2021					
Revenues	$ 3,827.0	$ 1,186.2	$ —	$ (19.5)	$ 4,993.7
Earnings (loss) before income taxes	596.0	200.3	(90.1)	(10.1)	696.2
Assets	2,517.6	5,162.3	439.9	—	8,119.8
Capital expenditures	42.3	3.0	6.7	—	51.9
Depreciation and amortization	36.9	12.8	17.6	0.1	67.4
Amortization of acquired intangibles	86.8	67.6	1.5	(2.3)	153.7
Amortization of other assets	39.4	58.8	16.1	(0.8)	113.6
Year ended June 30, 2020					
Revenues	$ 3,461.1	$ 1,107.4	$ —	$ (39.4)	$ 4,529.0
Earnings (loss) before income taxes	458.0	222.5	(83.1)	(17.8)	579.5
Assets	2,484.4	1,734.2	671.1		4,889.8
Capital expenditures	35.9	5.3	21.6	—	62.7
Depreciation and amortization	43.0	12.2	18.5	—	73.8
Amortization of acquired intangibles	83.1	42.0	1.5	(3.7)	122.9
Amortization of other assets	31.0	56.3	16.8	(1.5)	102.6

Revenues and assets by geographic area are as follows:

	United States	Canada	Europe	Other	Total
			(in millions)		
Year ended June 30, 2022					
Revenues	$ 4,880.1	$ 398.1	$ 386.0	$ 44.8	$ 5,709.1
Assets	$ 5,282.3	$ 495.4	$ 2,152.1	$ 239.0	$ 8,168.8
Year ended June 30, 2021					
Revenues	$ 4,370.4	$ 360.1	$ 243.5	$ 19.7	$ 4,993.7
Assets	$ 4,885.2	$ 549.0	$ 2,430.6	$ 255.0	$ 8,119.8
Year ended June 30, 2020					
Revenues	$ 3,989.7	$ 341.6	$ 179.1	$ 18.7	$ 4,529.0
Assets	$ 3,783.2	$ 479.2	$ 500.6	$ 126.7	$ 4,889.8

NOTE 21. SUBSEQUENT EVENTS

On August 11, 2022, the Company's Board of Directors increased the Company's quarterly cash dividend by $0.085 per share to $0.725 per share, an increase in the expected annual dividend amount from $2.56 to $2.90 per share. The declaration and payment of future dividends to holders of the Company's common stock will be at the discretion of the Company's Board of Directors, and will depend upon many factors, including the Company's financial condition, earnings, capital requirements of its businesses, legal requirements, regulatory constraints, industry practice, and other factors that the Board of Directors deems relevant.

* * * * * * *

Broadridge Financial Solutions, Inc.

Schedule II—Valuation and Qualifying Accounts
($ in millions)

Column A	Column B	Column C		Column D	Column E
		Additions			
	Balance at beginning of period	(1) Charged to costs and expenses	(2) Charged to other accounts	Deductions	Balance at end of period
Fiscal year ended June 30, 2022:					
Allowance for doubtful accounts	$ 9.3	$ —	$ —	$ (2.5)	$ 6.8
Deferred tax valuation allowance	$ 10.5	$ —	$ 0.2	$ —	$ 10.7
Other receivables	$ 1.0	$ 0.7	$ —	$ —	$ 1.7
Fiscal year ended June 30, 2021:					
Allowance for doubtful accounts	$ 9.8	$ 1.1	$ —	$ (1.6)	$ 9.3
Deferred tax valuation allowance	$ 6.7	$ 1.0	$ 2.7	$ —	$ 10.5
Other receivables	$ 1.0	$ —	$ —	$ —	$ 1.0
Fiscal year ended June 30, 2020:					
Allowance for doubtful accounts	$ 2.6	$ 9.6	$ —	$ (2.4)	$ 9.8
Deferred tax valuation allowance	$ 3.3	$ 3.4	$ —	$ —	$ 6.7
Other receivables	$ —	$ 1.0	$ —	$ —	$ 1.0

Amounts may not sum due to rounding.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Management Report

Attached as Exhibits 31.1 and 31.2 to this Form 10-K are certifications of Broadridge's Chief Executive Officer and Chief Financial Officer, which are required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section should be read in conjunction with the Deloitte & Touche LLP audit and attestation of the Company's internal control over financial reporting that appears in Item 8 "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K and is hereby incorporated herein by reference.

Management's Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer as of June 30, 2022, evaluated the effectiveness of our disclosure controls as defined in Rule 13a-15(e) under the Exchange Act. The Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of June 30, 2022 were effective to ensure that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

Management's Report on Internal Control over Financial Reporting

It is the responsibility of Broadridge's management to establish and maintain effective internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Internal control over financial reporting is designed to provide reasonable assurance to Broadridge's management and board of directors regarding the preparation of reliable financial statements for external purposes in accordance with generally accepted accounting principles.

Broadridge's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Broadridge; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Broadridge are being made only in accordance with authorizations of management and directors of Broadridge; and (iii) provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of Broadridge's assets that could have a material effect on the financial statements of Broadridge.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management has performed an assessment of the effectiveness of Broadridge's internal control over financial reporting as of June 30, 2022 based upon criteria set forth in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that Broadridge's internal control over financial reporting was effective as of June 30, 2022.

Deloitte & Touche LLP, the Company's independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting and has expressed an unqualified opinion in their report on the effectiveness of the Company's internal control over financial reporting, which appears in Item 8 "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K.

/s/ TIMOTHY C. GOKEY

Timothy C. Gokey
Chief Executive Officer

/s/ EDMUND L. REESE

Edmund L. Reese
Corporate Vice President, Chief Financial Officer

Lake Success, New York
August 12, 2022

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. Other Information

None.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III.

ITEM 10. Directors, Executive Officers and Corporate Governance

We incorporate by reference the information responsive to this Item appearing in our definitive proxy statement to be filed within 120 days after the fiscal year ended June 30, 2022 (the "Proxy Statement").

ITEM 11. Executive Compensation

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

ITEM 14. Principal Accounting Fees and Services

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

PART IV.

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

   The Consolidated Financial Statements are listed under Item 8 of this Annual Report on Form 10-K. See Index to Financial Statements and Financial Statement Schedule.

2. Financial Statement Schedule.

   Schedule II—Valuation and Qualifying Accounts is listed under Item 8 of this Annual Report on Form 10-K. See Index to Financial Statements and Financial Statement Schedule.

3. Exhibits.

   The Exhibits filed as part of this Annual Report on Form 10-K are listed on the Exhibit Index, which Exhibit Index is incorporated by reference in this Annual Report on Form 10-K.

ITEM 16. Form 10-K Summary

Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2022

BROADRIDGE FINANCIAL SOLUTIONS, INC.

By: /s/ TIMOTHY C. GOKEY
Name: **Timothy C. Gokey**
Title: **Chief Executive Officer**

SIGNATURES AND POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Timothy C. Gokey and Edmund L. Reese, and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, to sign in any and all capacities (including, without limitation, the capacities listed below), any and all amendments to the Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and anything necessary to be done to comply with the provisions of the Securities Exchange Act of 1934, as amended, and all the requirements of the Securities and Exchange Commission, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute, or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ TIMOTHY C. GOKEY **Timothy C. Gokey**	Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2022
/s/ EDMUND L. REESE **Edmund L. Reese**	Corporate Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2022
/s/ RICHARD J. DALY **Richard J. Daly**	Executive Chairman of the Board of Directors	August 12, 2022
/s/ LESLIE A. BRUN **Leslie A. Brun**	Lead Independent Director	August 12, 2022
/s/ PAMELA L. CARTER **Pamela L. Carter**	Director	August 12, 2022
/s/ ROBERT N. DUELKS **Robert N. Duelks**	Director	August 12, 2022
/S/ MELVIN L. FLOWERS **Melvin L. Flowers**	Director	August 12, 2022
/s/ BRETT A. KELLER **Brett A. Keller**	Director	August 12, 2022
/s/ MAURA A. MARKUS **Maura A. Markus**	Director	August 12, 2022
/s/ ANNETTE L. NAZARETH **Annette L. Nazareth**	Director	August 12, 2022
/s/ THOMAS J. PERNA **Thomas J. Perna**	Director	August 12, 2022
/s/ AMIT K. ZAVERY **Amit K. Zavery**	Director	August 12, 2022

EXHIBIT INDEX

Exhibit Number	Description of Exhibit (1)
1.1	Underwriting Agreement, dated as of May 6, 2021, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, BofA Securities, Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on May 17, 2021)
1.2	Underwriting Agreement, dated as of December 4, 2019, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, BofA Securities, Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on December 4, 2019)
1.3	Underwriting Agreement, dated as of June 21, 2016, among Broadridge Financial Solutions, Inc. and J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters listed therein (incorporated by reference to Exhibit 1.1 of Form 8-K filed on June 27, 2016)
3.1	Certificate of Incorporation of Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 3.1 to Form 8-K filed on April 2, 2007)
3.2	Amended and Restated By-laws of Broadridge Financial Solutions, Inc. amended as of August 6, 2019 (incorporated by reference to Exhibit 3.2 to Form 8-K filed on August 6, 2019)
4.1	Indenture, dated as of May 29, 2007, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed on May 30, 2007)
4.2	Third Supplemental Indenture dated June 27, 2016 by and among Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Form 8-K filed on June 27, 2016)
4.3	Form of Broadridge Financial Solutions, Inc. 3.400% Senior Note due 2026 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on June 27, 2016)
4.4	Fourth Supplemental Indenture dated as of December 9, 2019, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of Form 8-K filed on December 9, 2019)
4.5	Form of Broadridge Financial Solutions, Inc. 2.900% Senior Note due 2029 (incorporated by reference to Exhibit 4.3 and included in Exhibit 4.2 to Form 8-K filed on December 9, 2019)
4.6	Description of Securities
4.7	Fifth Supplemental Indenture dated as of May 17, 2021, by and between Broadridge Financial Solutions, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of Form 8-K filed on May 17, 2021)
4.8	Form of Broadridge Financial Solutions, Inc. 2.600% Senior Note due 2031 (incorporated by reference to Exhibit 4.3 to Form 8-K filed on May 17, 2021, and is included in Exhibit 4.2 to Form 8-K filed on May 17, 2021)
10.1	Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.6 to Form 8-K filed on April 2, 2007)
10.2	Amendment No. 1 to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.26 to Form 10-K/A filed on October 27, 2010)
10.3	Officer Severance Plan dated September 16, 2011 (incorporated by reference to Exhibit 10.1 to Form 8-K filed on September 20, 2011)

Exhibit Number	Description of Exhibit (1)
10.4	Amended and Restated Supplemental Officers Retirement Plan ("SORP") (incorporated by reference to Exhibit 10.27 to Form 10-K/A filed on October 27, 2010)
10.5	Amendment to the Broadridge Financial Solutions, Inc. SORP, effective February 2, 2017 (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on May 10, 2017)
10.6	Broadridge Financial Solutions, Inc. Director Deferred Compensation Plan (Amended and Restated Effective January 1, 2019) (incorporated by reference to Exhibit 10.2 to Form 8-K filed on November 14, 2018)
10.7	Broadridge Financial Solutions, Inc. Executive Deferred Compensation Plan ("EDCP") (Amended and Restated effective June 15, 2011) (incorporated by reference to Exhibit 10.32 to Form 10-K filed on August 12, 2011)
10.8	Amendment to the Broadridge EDCP, adopted August 1, 2014, effective December 31, 2014 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on November 6, 2014)
10.9	Broadridge Financial Solutions, Inc. Supplemental Executive Retirement Plan ("SERP") (incorporated by reference to Exhibit 10.31 to Form 10-K/A filed on October 27, 2010)
10.10	Amendment to the Broadridge Financial Solutions, Inc. SERP, effective February 2, 2017 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on May 10, 2017)
10.11	Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan, Amended and Restated effective November 14, 2013 (incorporated by reference to Exhibit 4.1 to Form 8-K filed on November 15, 2013)
10.12	Amendment to the Broadridge Financial Solutions, Inc. 2007 Omnibus Award Plan (Amended and Restated effective November 14, 2013), effective February 6, 2018 (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 8, 2018)
10.13	Broadridge Financial Solutions, Inc. 2018 Omnibus Award Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 13, 2018)
10.14	Executive Officer Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on November 14, 2018)
10.15	Amended and Restated Credit Agreement, dated as of April 23, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Form 8-K filed on April 23, 2021)
10.16	Amended and Restated Executive Retirement and Savings Plan, effective January 1, 2019 (incorporated by reference to Exhibit 10.25 to Form 10-K filed on August 6, 2019)
10.17*	Amended and Restated Information Technology Services Agreement, dated December 31, 2019 by and between International Business Machines Corporation and Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on January 31, 2020)
10.18*	2019 Master Services Agreement, dated December 31, 2019 by and between International Business Machines Corporation and Broadridge Financial Solutions, Inc. (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on January 31, 2020)
10.19	Amendment Number Two to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.1 to Form 8-K filed on September 27, 2019)
10.20	Amendment Number Three to the Broadridge Financial Solutions, Inc. Change in Control Severance Plan for Corporate Officers (incorporated by reference to Exhibit 10.1 to Form 8-K filed on June 10, 2020)
10.21	Amendment Number One to the Broadridge Financial Solutions, Inc. Officer Severance Plan (incorporated by reference to Exhibit 10.25 to Form 10-K filed on August 11, 2020)
10.22	Form of Stock Option Grant Award Agreement for U.S. Non-Employee Directors (incorporated by reference to Exhibit 10.26 to Form 10-K filed on August 12, 2021)

Exhibit Number	Description of Exhibit (1)
10.23	Form of Deferred Stock Unit Award Agreement for U.S. Non-Employee Directors (incorporated by reference to Exhibit 10.27 to Form 10-K on August 12, 2021)
10.24	Form of Restricted Stock Unit Grant Award Agreement (Performance-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.28 to Form 10-K filed on August 12, 2021)
10.25	Form of Restricted Stock Unit Grant Award Agreement (Time-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.29 to Form 10-K filed on August 12, 2021)
10.26	Form of Stock Option Grant Award Agreement (Performance-Based) for U.S. Corporate Officers (incorporated by reference to Exhibit 10.30 to Form 10-K filed on August 12, 2021)
10.27	Clawback Policy (incorporated by reference to Exhibit 10.1 to Form 8-K filed on August 5, 2020)
10.28	Term Credit Agreement as of dated March 27, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, (incorporated by reference to Exhibit 10.2 to Form 8-K filed on March 29, 2021)
10.29*	Novation Agreement, dated July 28, 2021, among Broadridge Financial Solutions, Inc., International Business Machines Corporation and Kyndryl, Inc. (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on November 3, 2021)
10.30*	Novation Agreement, dated August 19, 2021, among Broadridge Financial Solutions, Inc., IBM United Kingdom Limited and Kyndryl UK Limited (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on November 3, 2021)
10.31	First Amendment dated as of December 23, 2021 to the Term Credit Agreement dated as of March 27, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on February 1, 2022)
10.32	First Amendment dated as of December 23, 2021 to the Amended and Restated Credit Agreement dated as of April 23, 2021, among Broadridge Financial Solutions, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on February 1, 2022)
14.1	Code of Business Conduct and Ethics
21	Subsidiaries of the Company
23	Consent of Independent Registered Public Accounting Firm
31.1	Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from the Broadridge Financial Solutions, Inc. Annual Report on Form 10-K for the fiscal year ended June 30, 2022, formatted in eXtensible Business Reporting Language (XBRL): (i) consolidated statements of earnings for the fiscal years ended June 30, 2022, 2021 and 2020, (ii) consolidated statements of comprehensive income for the fiscal years ended June 30, 2022, 2021 and 2020, (iii) consolidated balance sheets as of June 30, 2022 and 2021, (iv) consolidated statements of cash flows for the fiscal years ended June 30, 2022, 2021 and 2020, (v) consolidated statements of stockholders' equity for the fiscal years ended June 30, 2022, 2021 and 2020, and (vi) the notes to the Consolidated Financial Statements.

Exhibit Number	Description of Exhibit (1)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(1) The SEC File No. for the Company's Form 8-K Reports referenced is 001-33220.

* Certain confidential information contained in this Exhibit was omitted by means of redacting a portion of the text and replacing it with an asterisk.

DESCRIPTION OF SECURITIES

References to "Broadridge" and the "Company" herein are, unless the context otherwise indicates, only to Broadridge Financial Solutions, Inc. and not to any of its subsidiaries.

Description of Capital Stock

General

The following is a summary of information concerning capital stock of Broadridge. The summaries and descriptions below do not purport to be complete statements of the relevant provisions of the Company's Certificate of Incorporation ("**Charter**") and Amended and Restated By-laws, amended as of August 6, 2019 (the "**By-laws**"), and are entirely qualified by these documents.

Common Stock

Shares Outstanding. The Company is authorized to issue up to 650 million shares of common stock, par value $.01 per share (the "**Common Stock**").

Dividends. Subject to prior dividend rights of the holders of any shares of preferred stock of the Company ("**Preferred Stock**"), holders of shares of Common Stock are entitled to receive dividends when, as and if declared by the Company's Board of Directors (the "**Board**") out of funds legally available for that purpose. Delaware law allows a corporation to pay dividends only out of surplus, as determined under Delaware law.

Voting Rights. Each share of Common Stock is entitled to one vote on all matters submitted to a vote of stockholders. Holders of shares of Common Stock do not have cumulative voting rights. This means a holder of a single share of Common Stock cannot cast more than one vote for each position to be filled on the Board. It also means the holders of a majority of the shares of Common Stock entitled to vote in the election of directors can elect all directors standing for election and the holders of the remaining shares will not be able to elect any directors.

Other Rights. In the event of any liquidation, dissolution or winding up of the Company, after the satisfaction in full of the liquidation preferences of holders of any shares of Preferred Stock, holders of shares of Common Stock are entitled to ratable distribution of the remaining assets available for distribution to stockholders. The shares of Common Stock are not subject to redemption by operation of a sinking fund or otherwise. Holders of shares of Common Stock are not currently entitled to pre-emptive rights.

Fully Paid. The issued and outstanding shares of Common Stock are fully paid and non-assessable. This means the full purchase price for the outstanding shares of Common Stock has been paid and the holders of such shares will not be assessed any additional amounts for such shares. Any additional shares of Common Stock that the Company may issue in the future will also be fully paid and non-assessable.

Preferred Stock

The Company is authorized to issue up to 25 million shares of Preferred Stock from time to time in one or more series and with such rights and preferences as determined by the Board with respect to each series.

Anti-takeover Effects of Our Certificate of Incorporation and By-laws and Delaware Law

Some provisions of Delaware law, the Charter and By-laws could make the following more difficult:

- acquisition of the Company by means of a tender offer,
- acquisition of the Company by means of a proxy contest or otherwise, or
- removal of the Company's incumbent officers and directors.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of the Company to first negotiate with the Board. The Company believes that the benefits of increased protection give it the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us and outweigh the disadvantages of discouraging those proposals because negotiation of them could result in an improvement of their terms.

Size of Board and Vacancies

The By-laws provide that the Board will have one or more members, which number will be determined by resolution of the Board. Directors are elected at each annual meeting of stockholders by the vote of majority shares present. Any director may be removed at any time, with or without cause, upon the affirmative vote of holders of a majority of the outstanding shares of Common Stock. Newly created directorships resulting from any increase in the Company's authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, removal from office or other cause may be filled by the majority vote of the Company's remaining directors in office, or by the sole remaining director, or by a majority vote of the Company's stockholders at a special meeting called for that purpose. If at such special meeting no person nominated to fill the vacancy receives a majority of such votes, then such vacancy will be filled by the majority of remaining directors in office.

Elimination of Stockholder Action by Written Consent

The Charter eliminates the right of the Company's stockholders to act by written consent. Stockholder action must take place at the annual or a special meeting of the Company's stockholders.

Stockholder Meetings

Under the By-laws, only the Company's chairman, chief executive officer, the Board and the Secretary may call special meetings of the Company's stockholders. Stockholders who in the aggregate beneficially own at least 20% of the voting power of all outstanding shares of common stock of the

Company may call a special meeting of the Company's stockholders through the Secretary upon proper written request to the Secretary.

Requirements for Advance Notification of Stockholder Nominations and Proposals

The By-laws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of the Board or a committee of the Board.

Delaware Anti-takeover Law

The Company is subject to Section 203 of the Delaware General Corporation Law ("**Section 203**"), an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date such person became an interested stockholder, unless the business combination or the transaction in which such person became an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an "interested stockholder" is a person that, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for the shares of Common Stock.

No Cumulative Voting

Neither the Charter nor By-laws provide for cumulative voting in the election of directors.

Undesignated Preferred Stock

The authorization of the Company's undesignated Preferred Stock makes it possible for the Board to issue Preferred Stock with voting or other rights or preferences that could impede the success of any attempt to change control of the Company.

Transfer Agent and Registrar

Our transfer agent and registrar is Broadridge Issuer Solutions.

New York Stock Exchange Listing

The Common Stock is listed on the New York Stock Exchange under the ticker symbol "BR."

EXHIBIT 14.1

Broadridge Financial Solutions, Inc.
Code of Business Conduct and Ethics

Updated as of May 12, 2022

Who is this code for?

This Code applies to everyone at Broadridge. This Code of Business Conduct and Ethics (the "Code") outlines how we conduct ourselves: the policies, expectations and high standards everyone must follow at all times. Our Code is global, mandatory and applies to everyone at Broadridge (from Directors to new hires); associates in every role, at every level and in all locations must adhere to it.

We always comply with the Code and the law. As an associate, you have a responsibility to accomplish your job with the highest level of integrity. Your work must always be carried out in compliance with law and this Code. You are also obligated to speak up when you have a question or concern, and if you become aware of a potential violation of the Code, you must report it. There are no exceptions to these expectations.

We lead with our values. The performance of our services consistent with our values enables many of the world's leading global institutions to rely on us. Their confidence depends on our uncompromising honesty and integrity.

Our Values

Honesty & Integrity

- Honesty and integrity are essential to every aspect of our business: every activity, every interaction and every communication. Our reputation and success are built on uncompromising honesty and integrity that must never be jeopardized. It is our personal responsibility to maintain the trust and loyalty of others by what we say and do as individuals.
- The importance of honesty and integrity applies to Broadridge officers, directors, associates, business partners, independent contractors, consultants and others who conduct business on our behalf.

Reliability

- We keep our promises, we meet our obligations and we do the right thing in every situation.
- Acting with integrity is a shared commitment. We must all be alert for situations that violate our Code, our policies, our procedures or the law. We are not only personally accountable for complying with our Code, but we also have a responsibility to discuss ethical concerns, ask questions and report misconduct. Ignoring unethical behavior and Code violations can result in serious consequences.
- Your conduct reinforces an ethical atmosphere and positively influences the conduct of fellow associates. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must still report it to the appropriate level of management at your location.

Trust

- By speaking up, you assure that we protect our reputation as well as the interests of our clients. Every concern you raise will receive our prompt and conscientious attention, ensuring that we are lawful, ethical and honest in everything we do.

- Trust is built on each of us feeling valued and heard. Consequently, we always cooperate with inquiries or investigations that result from a concern raised or a report made, knowing that calls, detailed notes and/or emails will be dealt with on a "need to know" basis.

Respect

- The way we engage with each other sets the tone for all our business relationships. It is crucial that we treat each other with dignity and respect. By being courteous and fair in our interactions, and taking pride in creating a positive environment, we ensure that our congenial spirit of cooperation continues to thrive.

Managers: Leaders in Broadridge Values

- Managers are critical in promoting and implementing this Code. They must model ethical behavior and promote a workplace where associates feel comfortable coming forward with concerns and questions. If you are a Broadridge manager, look to our values which are the pillars of our business ethics as your guide. Managers lead by example and reinforce ethical behavior. Managers communicate expectations clearly and foster a positive work environment, free from discrimination, harassment, retaliation and unfair treatment. They encourage transparency, respect and confidentiality, and avoid conflicts of interest.

Fair Treatment of Associates

Diversity, Equity & Inclusion

- We believe that diversity, equity and inclusion in our workforce are central to business excellence. As associates, we are part of a global network of talented, client-centric, forward-thinking people. We know that every associate matters and that we all benefit from diversity, equity and inclusion. We are sensitive to cultural differences and respect individual attributes, customs and viewpoints, knowing they contribute to our performance and enhance our productivity. We are open-minded and listen to others' views. Our goal is to create an inclusive work environment that allows us to bring our whole selves to work. Please see the Broadridge Inclusiveness Pledge.

Equal Opportunity

- Broadridge provides equal employment opportunities to all associates and applicants for employment without regard to race, color, religion, sex (including sexual orientation, gender identity or expression and pregnancy), marital status, national origin, ethnic origin, social origin, age, disability, genetic information, or military or veteran status and other protected characteristics. This applies to terms and conditions of employment including, but not limited to, recruitment, hiring, placement, promotion, termination, transfer, leaves of absence, compensation and training.

Non-discrimination

- Unlawful discrimination is never acceptable, and decisions cannot be based on prejudices of any kind. We prohibit discrimination based on race, color, religion, sex (including sexual orientation, gender identity or expression and pregnancy), marital status, national origin, ethnic origin, social origin, age, disability, genetic information, or military or veteran status and other protected characteristics. Making employment-related decisions, including recruitment, hiring, placement, promotion, termination, transfer, leaves of absence, compensation and training, based on any of these traits is not allowed; such decisions must be based on an individual's skills, knowledge,

performance, talent and capabilities. For more on prohibiting discrimination, please see our policies, including Equal Employment Opportunity and Policy Against Discrimination and Harassment (U.S.) and Equal Opportunities Policy (UK).

Harassment

- We do not tolerate conduct that contributes to a hostile work environment. Any conduct toward associates, clients, contractors, business partners or others that is unwelcome, offensive or intimidating is prohibited, including:
  - Conversations or images of a sexual, crude or obscene nature
  - Jokes or teasing comments concerning sex, sexual orientation, gender, age, race, disability or other protected traits
  - Demeaning remarks
  - Touching others inappropriately
  - Indecent gestures

  More information on this topic, including company policies, is available for associates on My Broadridge, the local employee handbook or from their HR business partner.

Freedom of Association

- We are committed to complying with applicable national, state and local labor laws and supporting the payment of competitive wages and benefits to all associates. We recognize and respect the rights of associates to decide whether or not to join a union, association, or representative organization for the purpose of engaging in collective bargaining, as consistent with applicable national, state and local laws and customs.

Safe Workplace

- We are committed to a non-violent working environment that is free of threats and physical harm. We can never intentionally harm another person or damage property. Acts or threats of violence directed toward another person or Broadridge property must always be reported. We can never bring weapons or other dangerous devices on Broadridge property, including our parking lots and company-owned vehicles, or on our clients' property. We follow workplace safety rules and obey posted warning signs and restrictions. We also practice good physical security habits, never allowing unauthorized individuals into secure areas.

Abusive Conduct and Bullying

- A workplace free of abusive behavior and bullying keeps us safe and able to concentrate fully on our jobs. We are polite, respectful and resolve disagreements calmly. We can never bully, threaten, intimidate or harm another person through writing, speaking or non-verbal behavior, such as gestures, expressions or physical conduct. For more on this topic, see the Anti-Bullying Policy.

Alcohol and Drug Abuse

- Substance abuse negatively affects job performance, creates safety hazards and puts everyone at risk. We can never be under the influence of alcohol, illegal drugs or any other controlled substance while on the job and their use or possession is prohibited at work. Medications are permitted when used as a doctor prescribes, or in accordance with directions for over-the-counter medications, and if they do not impact safety or job performance. Smoking – including cigarettes, e-cigarettes, cigars or pipes – is only allowed in designated areas. Our substance-free workplace policy applies to our associates, vendors, clients and visitors.

Social Media

- As individuals, we are responsible in our use of social media. Harassing a coworker, commenting about clients or sharing confidential business information are only a few examples of unacceptable activities that can have a negative or damaging impact on you, Broadridge and our stakeholders. Our policies apply to our use of social media in the same way they would apply to other communications.
- Broadridge supports an associate's right to speak out publicly about matters of public concern or to participate in concerted activities related to the terms and conditions of employment. Nothing in this section of our Code or in any of our policies is intended to limit or interfere with that right.
- We do not hold ourselves out as representing Broadridge unless authorized. Only certain individuals are authorized to speak on behalf of Broadridge.

For more on social media, please see our Public Communications and Social Media Policy.

Respect for Associate Privacy

- We protect our associates' personal information from unauthorized use and disclosure, limiting access to those who need it for the legitimate conduct of company business. Personal information must be kept safe from improper or illegal use or transfer. We take appropriate measures to protect personal information consistent with applicable privacy laws.

Broadridge and Third-Party Property

We protect all property owned by Broadridge from loss, damage, waste and misuse. This includes financial assets such as cash and bank accounts; physical assets including our facilities, equipment and vehicles; technology such as computers, software and information systems; and intellectual property such as company strategies and financial projections.

Use of Company Resources

- We take care of Broadridge's assets, including equipment, office space and electronics, always securing them against loss, theft or damage. We recognize that all communications sent or received on our equipment (such as e-mail, instant messaging, text messaging, voicemail, conference equipment, company cell phones and handheld devices) are company assets, and Broadridge has the right to monitor them, unless prohibited by local laws.

Software

- We only distribute and disclose Broadridge and third-party software to associates authorized to use it, and to clients in accordance with terms of a Broadridge agreement. We do not copy software without authorization and only use it to perform assigned responsibilities. All third-party software must be properly licensed, and we abide by the terms and conditions of the license agreements, including various restrictions on the disclosure, use and copying of software.

Intellectual Property

- Our products, ideas and logos are all examples of intellectual property that must be protected. We can never disclose confidential information about our company or a client unless specifically authorized by management. We all have responsibility to protect proprietary information, even when we no longer work at Broadridge.
- If you are involved in the design, development, testing, modification or maintenance of Broadridge software, you must not tarnish or undermine the legitimacy and "cleanliness" of Broadridge products by copying or using unauthorized third-party software or confidential information. We do not possess, use or discuss proprietary computer code, output,

documentation or trade secrets of a non-Broadridge party, unless authorized. Intentional duplication or copying of the "look and feel" of others' software is not permitted.

For more on intellectual property, please see our Intellectual Property Policy.

Conflicts of Interest

We are impartial and objective when making business decisions, never allowing a conflict of interest – or even the appearance of a conflict – that could affect our judgment. We avoid personal relationships, investments and associations that could interfere with Broadridge's business interests and our independent exercise of judgment in Broadridge's best interests. We strive to never exploit our position at Broadridge for personal gain.

Conflicts of interest can exist when we:

- Engage in Broadridge business transactions with relatives or friends
- Use Broadridge property, non-public Broadridge, client or vendor information, or Broadridge position for personal gain or for the benefit of our relatives or friends (including using such information for securities transactions)
- Have more than a modest financial interest in Broadridge's vendors, clients or competitors
- Receive a loan, or guarantee of obligations, from Broadridge or a third party as a result of our position at Broadridge
- Compete, or prepare to compete, with Broadridge while still employed here

These are only a few of the situations describing a conflict of interest. Whenever you have concerns about a situation, or even the way the situation appears, report it immediately.

Personal Relationships

- Relationships can create actual or potential conflicts of interest, complaints of favoritism, misunderstandings, an unprofessional work environment, and morale issues. Working closely with a family member or a person with whom you have a close personal relationship can also interfere with the ability to make objective decisions. The potential for such problems significantly increases when one of the individuals involved in the relationship holds a supervisory or managerial position and has the authority or the ability to affect or influence the other party's terms or conditions of employment or engagement. Therefore, before hiring a relative or upon a relationship developing within a direct or indirect reporting line, the situation must be disclosed to each person's manager to determine if there is a violation of the Employment of Relatives Policy and if so, they must work together to resolve the issue as provided in the policy. Additionally, if a relative or close friend has a business relationship with Broadridge, such as through a vendor or a client, we disclose the relationship to our manager.

For more on this topic, please see our policy on Employment of Relatives.

Board Service and Outside Business Relationships

- Engaging in volunteer activities and with the outside business community helps us contribute to personal causes. However, we know that taking on an advisory role – such as a board member, consultant, officer or partner – for a Broadridge business partner, competitor or professional organization requires authorization in order to avoid a potential conflict of interest.

Financial Interests

- Investing or having more than a modest financial interest in one of Broadridge's clients, vendors or competitors could result in a conflict of interest. We avoid these investments and all other financial involvement as do our family members.

Gifts and Entertainment

- Exchanging gifts can strengthen business relationships, but it can also create conflicts of interest. Other than modest gifts exchanged in the normal course of business – including travel or entertainment – we do not give gifts to, or receive gifts from, Broadridge's clients and vendors. This restriction applies to our family members as well. If a gift is substantial, prior approval from senior management or the Director of Compliance is required before giving or receiving the gift.
- Refusing a gift or invitation is not always easy, especially if it might damage a business relationship. By asking your supervisor before accepting, you can respond appropriately.
- Any associate who pays or receives bribes or kickbacks will be immediately terminated and reported, as warranted, to the appropriate authorities. This includes the offer or acceptance of anything of value intended to improperly obtain favorable treatment.

For more information on this topic, see the Gifts and Entertainment Policy, the Anti-Bribery Policy, the Travel and Entertainment Policy (US and Canada) and related policies on My Broadridge, your local employee handbook or from your HR business partner.

Dealing with Government Officials

- Government employee interactions are different than other business relationships. Many governmental bodies strictly prohibit the receipt of any gratuities by their employees, including meals and entertainment. We are aware of and strictly follow these prohibitions.

Political Activity

- As members of our communities, we may voluntarily engage in the political process on our own time with our own personal resources. This includes money as well as equipment such as computers, phones and printers. No company funds may be given directly to political candidates without the prior approval of the CEO, or in the absence of the CEO, the Chief Legal Officer.
- When we make politically-related comments, we state them as our own views and not those of Broadridge. We are respectful of our colleagues, never pressuring them to get involved in the causes we support.

For more on this topic, please see our Political Contributions Policy.

Fair Business Practices

Bribery and Corruption

- We conduct business ethically with zero tolerance for corruption or bribery. We succeed because we work hard and are committed to our clients. We can never accept, request or offer anything of value (tangible or intangible), such as cash, gifts, discounts, contributions or promise of a job offer to obtain or retain business, influence a decision or gain an advantage.
- Bribery and corruption have serious consequences for us and our company. We comply with anti-bribery and anti-corruption laws wherever we do business. Because we can be held responsible if a third party offers a bribe on our behalf, we are careful when selecting business partners and hold them to these standards as well.
- In some countries, it may be customary for government officials to request facilitation payments. Facilitation payments are payments made to government officials to speed up routine government action that would otherwise be carried out in the normal course, such as processing licenses or permits or government paperwork required for visas and work orders. Facilitation

payments made anywhere in the world are prohibited by Broadridge and must not be made regardless of local custom or law.

For more on this topic, please see our Anti-Bribery Policy.

Fair Dealings and Prevention of Fraud

- We are always fair in our dealings with fellow associates, vendors and clients. We can never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. The act of deception intended to result in financial or personal gain or a benefit for the company is fraud and must be prevented or stopped.

Antitrust Laws

- We compete fairly and support open and honest competition. We comply with all applicable fair competition and antitrust laws, knowing these laws help businesses compete fairly and honestly and prohibit conduct that reduces or restrains competition.
- We can never use information that was improperly obtained, such as confidential information from clients or other third parties. We do not share our pricing information with competitors or agree with competitors to set pricing or allocate territories or market share.
- We communicate carefully, as casual conversations, emails or social media exchanges can be misinterpreted and viewed as anti-competitive. When we are uncertain whether a contemplated action raises unfair competition or antitrust issues, we contact the Legal Department for assistance.

Anti-Money Laundering

- We watch for the crime of money laundering, vigilantly monitoring financial transactions and taking care to know our customers. To prevent illegally generated funds from moving through Broadridge, we look for suspicious transactions, use good judgment when dealing with third parties and only do business with reputable individuals and legitimate companies.
- Money laundering occurs when funds generated from criminal activity, such as drug trafficking, fraud and terrorism, are processed – and consequently their source is hidden – by a legitimate business. We have a duty to prevent these funds from moving through Broadridge. We should be suspicious when transactions involve:
    - Invoices paid with cash or money orders
    - Payments in a different currency than invoiced
    - Payments from an uninvolved third party
    - Over-payments
    - Suspicious fund transfers
- If you have concerns about a transaction or a potential transaction, contact the Legal Department immediately.

Trade Restrictions

- Broadridge complies with all applicable trade restrictions, export controls, trade embargoes, economic sanctions and boycotts imposed by the U.S. government and any other government with authority over its business. This involves avoiding participation in certain business activities in specified countries, and with specified individuals and entities. Broadridge does not participate in any international boycott that is not sanctioned by the U.S. government.

Competitive Information

- We do not accept, use or disclose confidential information about our competitors. When obtaining competitive information, we can never violate our competitors' rights. We take particular care when dealing with competitors' clients, ex-clients and ex-employees. We can never ask for confidential or proprietary information, and can never ask anyone to violate a non-compete or non-disclosure agreement.
- Aggressive selling should not include misstatements, innuendo or rumors about our competition or their products and financial condition. We also do not make unsupportable promises concerning our products. If you are uncertain about a communication, please contact the Legal Department for assistance.

Insider Trading

- We take U.S. securities laws very seriously: trading based on material nonpublic or "inside" information is unethical and illegal. Through our work, we may learn material information about our company or a client that is not available to the public; however, using that information to trade securities is against the law.
- We can never trade based on material nonpublic information about our company or about our clients, vendors, subcontractors, business partners or competitors. It is illegal to buy or sell securities using material information not available to the public.
- "Tipping" others to trade or not trade is also illegal and could lead to serious criminal or civil penalties. If we improperly give material nonpublic information to others, we are as liable as those who trade securities using the information. Always exercise caution when dealing with material nonpublic information and avoid even the appearance of improper transactions.
- We can never buy or sell securities based on material nonpublic information, which could include the following:
    - Financial results
    - Known but unannounced future earnings, profits or losses
    - Write-downs of assets or increases in reserves
    - News of a pending or proposed merger, acquisition or disposition
    - Impending bankruptcy or financial liquidity problems
    - Gain or loss of a significant client
    - Stock splits or changes in dividend policy
    - Equity or debt offerings
    - Exposure due to actual or threatened litigation
    - Changes in debt ratings
    - Cybersecurity incidents, including breaches
    - Changes in senior management

- After this information becomes public through a press release, government filing or an official communication, you may transact in the securities; provided that certain "Covered Persons" as defined in our Insider Trading Policy may be required to seek pre-clearance to trade in securities. If you are ever uncertain, contact the Legal Department for assistance.

For more on this topic, please see our Insider Trading Policy.

Financial Integrity

We present an accurate and transparent view of our company's finances. Complete and timely records demonstrate our integrity, and our integrity is critical to maintaining the trust of our clients, vendors and other stakeholders. Therefore, we are careful and honest when recording or handling our business and financial records.

Maintaining accurate financial records is also essential to meeting our obligations as a company. We are committed to recording our financial transactions honestly and according to generally accepted accounting

principles. We are also committed to managing our business records appropriately to meet our legal, tax and regulatory requirements.

We all have a responsibility to maintain accurate records and retain important documents according to our policies. We can never falsify or alter any record, no matter how small. Fraud will not be tolerated. Remember that records include:

- Timesheets
- Expense forms
- Invoices or purchase orders
- Performance evaluations
- Statements of earnings or losses
- Payroll or tax records
- Benefit claims

Accurate Periodic Reports

Broadridge is required to make full and accurate disclosure of information in its periodic reports. This is essential to the success of our business. We exercise a high standard of care in preparing such reports in accordance with the following guidelines:

- All Broadridge accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, Broadridge's assets, liabilities, revenues and expenses.
- Broadridge's accounting records must not contain any intentionally false or misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from the internal auditors or the independent auditors.
- Compliance with Broadridge's system of internal accounting controls is required.

Confidential Information

- We not only guard private information about our fellow associates, but we also protect the proprietary information that drives our business – i.e. information that we know about because we work for Broadridge. We do not reveal Broadridge, client or vendor confidential or proprietary information to others.
- We also take appropriate security steps to prevent unauthorized access to such information. Proprietary and/or confidential information includes:
  - Business methods
  - Pricing and marketing data
  - Strategy
  - Computer code
  - Computer screens
  - Paper and online forms
  - Experimental research

- Information about or received from our current, former and prospective clients, vendors and associates
- Transactions not publicly disclosed
- Client and vendor files
- Customer lists

- Before disclosing confidential information, we confirm there are legitimate business reasons for doing so, and if sharing with anyone outside of Broadridge, we obtain an approved confidentiality agreement or nondisclosure agreement in advance. We also comply with obligations we have with others under their contracts or nondisclosure agreements.

Data Security

- We are proud of our reputation for information protection and security – data security is fundamental to our success. We can never use or reveal Broadridge, client or vendor confidential or proprietary information to anyone unless they are authorized and need the information to do their jobs. To prevent unauthorized access to sensitive information, we practice good physical, technical and administrative security, protecting documents, limiting access to facilities, systems and data centers and following proper disposal methods.
- Only share confidential information with those who are authorized to know the information, need it to perform their jobs and are obligated to protect it.
- Be vigilant in protecting information about Broadridge, clients, and vendors.
- Immediately report any data security breaches.

More information on this topic, including company policies, is available for associates on My Broadridge under Information Security.

Records Management

- Records management is essential to the successful operation of our company, as well as to our ability to meet our legal and regulatory obligations. We properly organize, manage and store our business records, including email, print, text, voice or hand-written documents, as outlined in our Records Management Policy.
- We maintain Broadridge business records for the periods specified in the Broadridge Records Management Policy or the more specific policies of our business unit. We destroy records only at the expiration of the pertinent period. Documents involved in pending or threatened litigation, government inquiry, or under subpoena or other information request, may never be discarded or destroyed, regardless of the periods specified in the Record Retention Policy. We also can never destroy, alter or conceal – with an improper purpose – any record, and we can never impede an official proceeding, either personally or in conjunction with or by attempting to influence another person.

Speaking on Behalf of Broadridge

We protect Broadridge's reputation and ensure consistent and accurate information by only authorizing certain associates to speak on our behalf. While we may have good intentions or think we are speaking off the record, comments can be easily misunderstood, and we may:

- Misinform customers, investors or the public
- Disclose confidential information or intellectual property
- Damage our credibility

This also applies when we are asked to publish articles, white papers or speak publicly as a representative of Broadridge.

As a publicly traded company, we follow regulatory and legal obligations that govern when and how we share news and events about our company with stakeholders. We can never provide information unless we are authorized to speak on behalf of the company. When we are authorized to speak on behalf of Broadridge, the information we provide is accurate and complete.

Media and other requests should be referred to the appropriate person at Broadridge as provided in the Public Communications and Social Media Policy.

Only the Authorized Officers identified in Broadridge's Regulation Fair Disclosure Policy or their designees may make any public statements on behalf of Broadridge to investors, securities analysts, ratings agencies, regulatory bodies or other securities market professionals. For more information, please see our Regulation Fair Disclosure Policy.

Dealing with Government Agencies

In every country where Broadridge operates, we conduct our affairs consistent with the applicable laws and regulations. We build and maintain honest and ethical government relationships. If you are uncertain about the proper response to a government inquiry, please contact the Legal Department.

Audits and Investigations

- We cooperate with government investigations and audits. We cooperate and respond in an honest and truthful manner and provide complete and accurate information. We can never conceal, destroy or alter documents, make misleading statements or interfere with a government inspection or investigation. If you receive a request for information from a regulator or law enforcement, promptly contact the Legal Department.

Government Procurement

- We know and comply with the requirements that relate to the government procurement process and meet all terms and conditions of our government contracts. We understand that interactions with government employees and officials are controlled by very strict regulations – we can never provide gifts, meals, entertainment or anything of value to government officials without consulting in advance with the Legal Department.

Corporate Citizenship and Sustainability

Broadridge has a long history of supporting our communities and strives to be an engaged stakeholder where we work and live. To help improve our communities, the company seeks to make social investments with lasting impact for future generations.

Broadridge, its Foundation and associates all give our time, talent and resources to a number of causes. Broadridge associates globally are making a difference in the lives of others.

Sustainability and Environmental Stewardship

- We are committed to sustainable practices by recycling, conserving resources and producing less waste. Through the Broadridge Environmental Committee, comprised of representatives from multiple departments throughout the organization, we are focused on reducing Broadridge's impact on our environment.

- We are also dedicated to further decreasing our carbon footprint through researching, piloting and implementing innovative, environmentally friendly solutions, including the use of paper products certified by the Forestry Stewardship Council ("FSC").
- We respect the environment and are committed to making a positive impact. We follow all environmental laws, regulations and client requirements and immediately report potential environmental concerns.
- Broadridge also helps our clients reduce their carbon footprints through e-delivery and e-voting. We also partner with American Forests to protect and restore forests, helping to preserve the health of our planet for the benefit of its inhabitants.

Human Rights and Supply Chain

Broadridge recognizes the importance of maintaining and promoting fundamental human rights in our operations and supply chain. We expect our suppliers and business partners to adhere to these principles as well.

Broadridge requires that all of its associates, in all business activities, regardless of location, and all of its vendors:

- Promote a workplace free of discrimination and harassment
- Prohibit child labor, forced labor and human trafficking
- Provide fair and equitable wages, benefits and other conditions of employment
- Recognize associates' right to freedom of association and collective bargaining

Waivers; Modifications; Compliance

In certain limited circumstances and upon written request to the Director of Compliance, we may find it appropriate to waive a provision of our Code. A waiver of our Code for an executive officer or director may be made only by the Board of Directors or a committee of the Board. Any waiver of our Code will be publicly disclosed when required by applicable rule or law.

We reserve the right to make unilateral changes at any time to our Code or any company policy or procedure. Any material changes to this Code will be approved by the Board of Directors. Any amendment of our Code will be publicly disclosed when required by applicable rule or law.

Corporate Audit will audit compliance with the Code annually.

Closing Thoughts

Protecting Broadridge's reputation as an ethical company is up to each of us.

When in doubt about taking certain actions, ask yourself:

- Could my actions be considered unethical or violate the Broadridge Code, policies or the law?
- Could my actions have the appearance of impropriety?
- Could my actions be questioned by my supervisors, associates, clients, family or the general public?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If you answer "yes," to any question, stop and discus it with your local management before proceeding. If you are still uncomfortable, seek guidance from one of the Ethics Resources listed below.

Any associate who ignores or violates any of Broadridge's ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to corrective action, up to and including dismissal. Please refer to Broadridge's Corrective Action Policy. Certain activities prohibited under the Code are

also violations of law, such as antitrust, anti-bribery and anti-money laundering laws, and can also subject you to personal liability and criminal prosecution.

Keep in mind, it is not the threat of discipline that should govern your actions. We hope you share our belief that a dedicated commitment to ethical behavior is the right thing to do, is good business, and is the surest way for Broadridge to become and remain a World Class Service company.

How do I raise a concern?

- Start with your manager. He or she is in the best position to understand and address your concern.
- If you are still concerned after speaking with your local management or feel uncomfortable speaking with them (for whatever reason), you have other resources available to help you, including the Broadridge Ethics Hotline.
- All reports raising a concern of a violation of this Code will be promptly investigated. The investigation will be managed as confidentially as is practical given the situation and the action taken in response will depend on the facts identified from the investigation. Associates who have violated the Code will be accountable for their behavior consistent with the Corrective Action Policy.

Non-retaliation Policy

Broadridge is committed to fostering a workplace conducive to open communication regarding the company's business practices. As such, Broadridge is committed to protecting from discrimination or retaliation individuals who report activities believed to be illegal, dishonest, unethical, or otherwise improper (in some cases referred to as a "whistleblowers"). Any retaliation – including harassment, demotion, transfer or dismissal – against anyone who speaks up and makes an honest, good-faith report is never tolerated. Threats of retaliation, and even the suspicion of retaliation, must be reported.

Ethics Resources

If you ever have a question or wish to report a concern, you may contact:

Your manager, any member of management, or your HR business partner

Ethics and Compliance:

Mark DiGidio, Associate General Counsel &
Director of Compliance
mark.digidio@broadridge.com
201-714-3095

The Legal Department

2 Gateway Center
Newark, New Jersey 07102
(201) 714-8811
Attention: Laura Matlin, Chief Compliance Officer

Broadridge Chief Legal Officer

Keir Gumbs, Chief Legal Officer
keir.gumbs@broadridge.com

The Broadridge Ethics Hotline

(201) 714-3500 or (800) 669-0661

Available 24/7

You may contact the Ethics Hotline anonymously, where permitted by local law. The hotline phone number is administered by a third party.

ethics@broadridge.com

The hotline e-mail is monitored by the Broadridge Director of Compliance.

The Audit Committee of our Board of Directors

72 Van Reipen Avenue, PMB #340

Jersey City, NJ 07306-2806

(201) 714-3399

Broadridge.AuditCommittee@broadridge.com.

Updated as of May 12, 2022

Subsidiary List **EXHIBIT 21**
As of June 30, 2022

Name:		State or other Jurisdiction of Incorporation:
Access Data Corp.		Delaware
ActivePath Solutions Ltd.		Israel
AdvisorStream Ltd.		Canada
BFILS US Credit LLC		Delaware
Bonaire Software Solutions, LLC		Massachusetts
Broadridge Analytics Solutions Limited		United Kingdom
Broadridge Asia Pacific Limited		Hong Kong
Broadridge (Australia) Pty. Ltd.		Australia
Broadridge BPO Holding LLC		Delaware
Broadridge Business Process Outsourcing, LLC		Delaware
Broadridge Business Process Outsourcing (Canada), Inc.		Canada
Broadridge City Networks (UK) Limited		United Kingdom
Broadridge Corporate Issuer Solutions, Inc.		Pennsylvania
Broadridge Customer Communications Canada, ULC		British Columbia
Broadridge Czech Republic s.r.o.		Czech Republic
Broadridge (Deutschland) GmbH		Germany
Broadridge Financial Solutions International, Ltd.		United Kingdom
Broadridge Financial Solutions (India) Private Limited		India
Broadridge Financial Solutions Ltd.		United Kingdom
Broadridge Financial Solutions (Canada) Corp.		Canada
Broadridge Financial Solutions Limited (South Africa) Branch Branch		South Africa
Broadridge Fixed Income Liquidity Solutions, LLC (1)		Delaware
Broadridge Fluent Solutions, LLC		Delaware
Broadridge France SAS		France
Broadridge FX and Liquidity Solutions, LLC		Delaware
Broadridge Holdings, LLC		Delaware
Broadridge Investor Communications Corporation		Canada
Broadridge Investor Communication Solutions, Inc.		Delaware
Broadridge Ireland Limited		Ireland
Broadridge (Japan) Ltd.		Japan
Broadridge Mail, LLC		Delaware
Broadridge Managed Solutions, Inc.		Delaware
Broadridge Nederland II B.V.		Netherlands

Name:		State or other Jurisdiction of Incorporation:
Broadridge Output Solutions, Inc.		Delaware
Broadridge Poland sp. z o.o.		Poland
Broadridge RPM Technologies Corporation		Canada
Broadridge Rus LLC		Russia
Broadridge Securities Processing Solutions, LLC		Delaware
Broadridge (Singapore) Private Limited		Singapore
Broadridge Software Limited		Canada
Broadridge SPS, LLC		Delaware
Broadridge (Suisse) S.A.		Switzerland
Broadridge Sweden Holdings AB		Sweden
Broadridge Trading Trf. Corp.		Delaware
BR ICS (Canada) ULC		Nova Scotia
BR REC, LLC		New York
BR (Canada) Holdings Inc.		Ontario
BR NYC Solutions, Inc.		Delaware
Clear Structure Financial Technology Limited		United Kingdom
Fund Buyer Focus Limited		United Kingdom
Funds Library Limited		United Kingdom
Fi360, Inc.		Delaware
ICJ Inc. (1)		Japan
Investigo Corporation		Minnesota
LiquidX, Inc.		Delaware
Itiviti Australia Pty Ltd		Australia
Itiviti Asia Limited		Hong Kong
Itiviti Group Canada Inc.		Canada
Itiviti UK Ltd.		United Kingdom
Matrix Trust Company		Colorado
Matrix Settlement & Clearance Services, LLC		New York
Matrix Financial Solutions, Inc.		Delaware
QED Financial Systems, Inc.		New Jersey
Ullink UK Holdco 1 Limited		United Kingdom

(1) (1) Less than 100% owned

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-212143 and 333-233075 on Form S-3 and Registration Statement Nos. 333-141673, 333-157105, 333-163401, No. 333-172126, 333-192734, and 333-228443 on Form S-8 of our report dated August 12, 2022, relating to the consolidated financial statements and financial statement schedule of Broadridge Financial Solutions, Inc. (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K for the year ended June 30, 2022.

/s/ DELOITTE & TOUCHE LLP

New York, New York
August 12, 2022

Exhibit 31.1

SECTION 302 CERTIFICATION

I, Timothy C. Gokey, certify that:

1. I have reviewed this Annual Report on Form 10-K of Broadridge Financial Solutions, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/Timothy C. Gokey
Timothy C. Gokey
Chief Executive Officer

Date: August 12, 2022

EXHIBIT 31.2

SECTION 302 CERTIFICATION

I, Edmund L. Reese, certify that:

1. I have reviewed this Annual Report on Form 10-K of Broadridge Financial Solutions, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/Edmund L. Reese
Edmund L. Reese
Corporate Vice President and
Chief Financial Officer

Date: August 12, 2022

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Broadridge Financial Solutions, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Timothy C. Gokey, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

August 12, 2022

/s/ Timothy C. Gokey

Timothy C. Gokey
Chief Executive Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Broadridge Financial Solutions, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edmund L. Reese, Corporate Vice President, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

August 12, 2022

/s/ Edmund L. Reese

Edmund L. Reese

Corporate Vice President and Chief Financial Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.