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

FORM 10-Q

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

For the quarterly period ended March 31, 2024

OR

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

For the transition period from ______________ to ______________

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)

Registrant’s telephone number, including area code: (516) 472-5400

Former name, former address and former fiscal year, if changed since last report: N/A

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

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 x 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 and post such files). Yes x 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 an 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.

Large Accelerated Filer	x	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

The number of shares outstanding of the registrant’s common stock, $0.01 par value, as of May 3, 2024, was 118,180,477 shares.

TABLE OF CONTENTS

NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q 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;
- 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 Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended June 30, 2023 which was filed with the United States of America (“U.S.”)

Securities and Exchange Commission (the "SEC") on August 8, 2023 (the "2023 Annual Report"), 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 Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q and the 2023 Annual Report. 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.

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Broadridge Financial Solutions, Inc.

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

		Three Months Ended March 31,		Nine Months Ended March 31,	
		2024	2023	2024	2023
Revenues	(Note 3)	$1,726.5	$1,645.7	$4,562.5	$4,221.9
Operating expenses:					
Cost of revenues		1,187.3	1,137.7	3,319.8	3,116.4
Selling, general and administrative expenses		236.2	221.2	667.0	623.3
Total operating expenses		1,423.6	1,358.9	3,986.8	3,739.7
Operating income		302.9	286.8	575.7	482.2
Interest expense, net	(Note 5)	(35.3)	(38.5)	(105.1)	(99.5)
Other non-operating income (expenses), net		(0.9)	1.8	(3.5)	(5.3)
Earnings before income taxes		266.7	250.1	467.2	377.4
Provision for income taxes	(Note 14)	52.9	51.6	92.3	70.9
Net earnings		$ 213.7	$ 198.5	$ 374.9	$ 306.5
Basic earnings per share		$ 1.81	$ 1.69	$ 3.18	$ 2.61
Diluted earnings per share		$ 1.79	$ 1.67	$ 3.14	$ 2.58
Weighted-average shares outstanding:					
Basic	(Note 4)	117.8	117.7	117.8	117.6
Diluted	(Note 4)	119.4	119.1	119.2	118.9

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

Broadridge Financial Solutions, Inc.

Condensed Consolidated Statements of Comprehensive Income
(In millions)
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	**2023**	**2024**	**2023**
Net earnings	$ 213.7	$ 198.5	$ 374.9	$ 306.5
Other comprehensive income (loss), net:				
Foreign currency translation adjustments	36.1	76.6	(29.7)	(58.5)
Pension and post-retirement liability adjustment, net of taxes of $(0.0) and $(0.0) for the three months ended March 31, 2024 and 2023, respectively; and $(0.1) and $(0.0) for the nine months ended March 31, 2024 and 2023, respectively	0.1	—	0.2	0.1
Cash flow hedge amortization, net of taxes of $(0.1) and $(0.1) for the three months ended March 31, 2024 and 2023, respectively; and $(0.2) and $(0.2) for the nine months ended March 31, 2024 and 2023, respectively	0.2	0.2	0.6	0.6
Total other comprehensive income (loss), net	36.4	76.8	(28.9)	(57.8)
Comprehensive income	$ 250.1	$ 275.4	$ 346.0	$ 248.7

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Broadridge Financial Solutions, Inc.

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

(Unaudited)

		March 31, 2024	June 30, 2023
Assets			
Current assets:			
Cash and cash equivalents		$ 235.6	$ 252.3
Accounts receivable, net of allowance for doubtful accounts of $7.9 and $7.2, respectively		1,165.1	974.0
Other current assets		164.3	166.2
Total current assets		1,565.1	1,392.5
Property, plant and equipment, net		155.0	145.7
Goodwill		3,451.9	3,461.6
Intangible assets, net		1,317.2	1,467.2
Deferred client conversion and start-up costs	(Note 8)	905.2	937.0
Other non-current assets	(Note 9)	821.0	829.2
Total assets		$ 8,215.4	$ 8,233.2
Liabilities and Stockholders’ Equity			
Current liabilities:			
Current portion of long-term debt	(Note 11)	$ —	$ 1,178.5
Payables and accrued expenses	(Note 10)	893.5	1,019.5
Contract liabilities		229.0	199.8
Total current liabilities		1,122.4	2,397.8
Long-term debt	(Note 11)	3,513.9	2,234.7
Deferred taxes		329.5	391.3
Contract liabilities		483.9	492.8
Other non-current liabilities	(Note 12)	498.4	476.0
Total liabilities		5,948.2	5,992.6
Commitments and contingencies	(Note 15)		
Stockholders’ equity:			
Preferred stock: Authorized, 25.0 shares; issued and outstanding, none		—	—
Common stock, $0.01 par value: 650.0 shares authorized; 154.5 and 154.5 shares issued, respectively; and 118.0 and 118.1 shares outstanding, respectively		1.6	1.6
Additional paid-in capital		1,545.2	1,436.8
Retained earnings		3,205.3	3,113.0
Treasury stock, at cost: 36.5 and 36.4 shares, respectively		(2,171.1)	(2,026.1)
Accumulated other comprehensive income (loss)	(Note 16)	(313.6)	(284.7)
Total stockholders’ equity		2,267.2	2,240.6
Total liabilities and stockholders’			

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Broadridge Financial Solutions, Inc.
Condensed Consolidated Statements of Cash Flows
(In millions)

(Unaudited)

	Nine Months Ended March 31,	
	2024	2023
Cash Flows From Operating Activities		
Net earnings	$ 374.9	$ 306.5
Adjustments to reconcile net earnings to net cash flows from operating activities:		
Depreciation and amortization	89.6	63.7
Amortization of acquired intangibles and purchased intellectual property	151.4	162.8
Amortization of other assets	116.8	95.3
Write-down of long-lived asset and related charges	14.9	2.7
Stock-based compensation expense	57.1	57.4
Deferred income taxes	(62.9)	(49.5)
Other	(29.5)	(16.5)
Changes in operating assets and liabilities, net of assets and liabilities acquired:		
Current assets and liabilities:		
Accounts receivable, net	(145.9)	(112.2)
Other current assets	6.1	15.6
Payables and accrued expenses	(153.2)	(180.2)
Contract liabilities	30.6	15.2
Non-current assets and liabilities:		
Other non-current assets	(175.7)	(405.7)
Other non-current liabilities	60.8	139.1
Net cash flows from operating activities	335.2	94.1
Cash Flows From Investing Activities		
Capital expenditures	(39.6)	(21.4)
Software purchases and capitalized internal use software	(37.0)	(25.4)
Other investing activities	—	(2.3)
Net cash flows from investing activities	(76.6)	(49.1)
Cash Flows From Financing Activities		
Debt proceeds	722.7	750.0
Debt repayments	(622.7)	(470.0)
Dividends paid	(273.9)	(245.7)
Purchases of Treasury stock	(161.8)	(3.7)
Proceeds from exercise of stock options	70.5	35.1
Other financing activities	(10.0)	(2.5)
Net cash flows from financing activities	(275.1)	63.3
Effect of exchange rate changes on Cash and cash equivalents	(0.2)	(1.4)
Net change in Cash and cash equivalents	(16.7)	106.9
Cash and cash equivalents, beginning of period	252.3	224.7
Cash and cash equivalents, end of period	$ 235.6	$ 331.6
Supplemental disclosure of cash flow information:		
Cash payments made for interest	$ 95.1	$ 85.8
Cash payments made for income taxes, net of refunds	$ 172.5	$ 93.3

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Broadridge Financial Solutions, Inc.

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

	Three Months Ended March 31, 2024						
	Common Stock						
	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances, December 31, 2023	154.5	$ 1.6	$1,506.8	$3,085.9	$(2,176.6)	$ (350.0)	$ 2,067.6
Comprehensive income (loss)	—	—	—	213.7	—	36.4	250.1
Stock option exercises	—	—	24.1	—	—	—	24.1
Stock-based compensation	—	—	19.7	—	—	—	19.7
Treasury stock acquired (less than 0.1 shares)	—	—	—	—	0.2	—	0.2
Treasury stock reissued (0.2 shares)	—	—	(5.3)	—	5.3	—	—
Common stock dividends ($0.80 per share)	—	—	—	(94.4)	—	—	(94.4)
Balances, March 31, 2024	154.5	$ 1.6	$1,545.2	$3,205.3	$(2,171.1)	$ (313.6)	$ 2,267.2

	Nine Months Ended March 31, 2024						
	Common Stock						
	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances, June 30, 2023	154.5	$ 1.6	$1,436.8	$3,113.0	$(2,026.1)	$ (284.7)	$ 2,240.6
Comprehensive income (loss)	—	—	—	374.9	—	(28.9)	346.0
Stock option exercises	—	—	69.9	—	—	—	69.9
Stock-based compensation	—	—	55.3	—	—	—	55.3
Treasury stock acquired (0.9 shares)	—	—	—	—	(161.9)	—	(161.9)
Treasury stock reissued (0.8 shares)	—	—	(16.9)	—	16.9	—	—
Common stock dividends ($2.40 per share)	—	—	—	(282.6)	—	—	(282.6)
Balances, March 31, 2024	154.5	$ 1.6	$1,545.2	$3,205.3	$(2,171.1)	$ (313.6)	$ 2,267.2

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

	Three Months Ended March 31, 2023						
	Common Stock						
	Shares	**Amount**	**Additional Paid-In Capital**	**Retained Earnings**	**Treasury Stock**	**Accumulated Other Comprehensive Income (Loss)**	**Total Stockholders' Equity**
Balances, December 31, 2022	154.5	$ 1.6	$1,401.9	$2,761.3	$(2,017.2)	$ (361.0)	$ 1,786.6
Comprehensive income (loss)	—	—	—	198.5	—	76.8	275.4
Stock option exercises	—	—	2.9	—	—	—	2.9
Stock-based compensation	—	—	20.5	—	—	—	20.5
Treasury stock acquired (less than 0.1 shares)	—	—	—	—	(1.2)	—	(1.2)
Treasury stock reissued (0.1 shares)	—	—	(1.3)	—	1.3	—	—
Common stock dividends ($0.725 per share)	—	—	—	(85.4)	—	—	(85.4)
Balances, March 31, 2023	154.5	$ 1.6	$1,424.0	$2,874.5	$(2,017.0)	$ (284.2)	$ 1,998.9

	Nine Months Ended March 31, 2023						
	Common Stock						
	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances, June 30, 2022	154.5	$ 1.6	$1,344.7	$2,824.0	$(2,024.8)	$ (226.3)	$ 1,919.1
Comprehensive income (loss)	—	—	—	306.5	—	(57.8)	248.7
Stock option exercises	—	—	33.9	—	—	—	33.9
Stock-based compensation	—	—	56.9	—	—	—	56.9
Treasury stock acquired (less than 0.1 shares)	—	—	—	—	(3.7)	—	(3.7)
Treasury stock reissued (0.5 shares)	—	—	(11.5)	—	11.5	—	—
Common stock dividends ($2.175 per share)	—	—	—	(256.0)	—	—	(256.0)
Balances, March 31, 2023	154.5	$ 1.6	$1,424.0	$2,874.5	$(2,017.0)	$ (284.2)	$ 1,998.9

Amounts may not sum due to rounding.

See Notes to Condensed Consolidated Financial Statements.

Broadridge Financial Solutions, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

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, 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 its Retirement and Workplace business ("Broadridge Retirement and Workplace"), Broadridge provides automated mutual fund and exchange-traded funds trade processing services for financial institutions who submit trades on behalf of their clients such as qualified and non-qualified retirement plans and individual wealth accounts. In addition, Broadridge provides fiduciary-focused learning and development, software and technology, and data and analytics services to advisors, institutions, and asset managers across the retirement and wealth ecosystem.

  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, shareholder engagement, and environmental, social and governance solutions. Broadridge also offers disclosure solutions, including annual SEC filing services and capital markets transaction services. Broadridge provides registrar, stock transfer and record-keeping services through its transfer agency services.

Broadridge provides 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^{SM} platform 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 the non-differentiating yet mission-critical infrastructure to the global financial markets. As a leading software as a service ("SaaS") provider, Broadridge offers capital markets, wealth and investment management firms modern technology to enable growth, simplify their technology stacks and mutualize costs. Broadridge's highly scalable, resilient, component-based solutions 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 Wealth Management business provides solutions for advisors and investors and also streamlines back and middle-office operations for broker-dealers by providing systems for critical post-trade activities, including books and records, transaction processing, clearance and settlement, and reporting. Broadridge's Investment Management business provides portfolio and order management solutions for traditional and alternative asset managers, which bring insights into trading, portfolio construction, risk and analytics. Broadridge's solutions connect asset managers to a global network of broker-dealers for trade execution and post-trade matching and confirmation. 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 trading connectivity and post-trade solutions that support processing of securities transactions in equities, options, fixed income securities, foreign exchange, exchange-traded derivatives and mutual funds. Provided on a 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. Through Broadridge Trading and Connectivity Solutions, Broadridge offers a set of global front-office trade order and execution management systems and connectivity solutions that enable market participants to connect and trade. The combination of the front-office solutions from the 2021 acquisition of Itiviti Holding AB ("Itiviti") and Broadridge's post-trade product suite and other capital markets capabilities enables 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.

  Broadridge's Wealth Management business delivers technology solutions and other 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 technology solutions enable 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. Broadridge’s advisor solutions help advisors optimize their practice management through customer and account data aggregation and reporting.

Broadridge’s Investment Management business 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 accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) in the U.S. and in accordance with SEC requirements for Quarterly Reports on Form 10-Q. These financial statements present the condensed consolidated position of the Company and include the entities in which the Company directly or indirectly has a controlling financial interest, 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. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Condensed Consolidated Financial Statements should be read in conjunction with the Company’s Consolidated Financial Statements in the Company’s 2023 Annual Report on Form 10-K. These Condensed Consolidated Financial Statements include all normal and recurring adjustments necessary for a fair presentation in accordance with GAAP of the Company’s financial position on March 31, 2024 and June 30, 2023, the results of its operations for the three and nine months ended March 31, 2024 and 2023, its cash flows for the nine months ended March 31, 2024 and 2023, and its changes in stockholders’ equity for the three and nine months ended March 31, 2024 and 2023.

C. Securities. Securities are non-derivatives that are reflected in Other non-current assets in the Condensed 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 Condensed 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 Condensed 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.

D. 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 Condensed 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 Condensed Consolidated Financial Statements, as appropriate.

NOTE 2. NEW ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

In October 2021, the FASB issued ASU No. 2021-08, “Business Combinations: Accounting for Contract Assets and Contract Liabilities from Contracts with Customers” (“ASU No. 2021-08”), which requires that an entity (acquirer) recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606, Revenue from Contracts with Customers. ASU No. 2021-08 was effective for the Company in the first quarter of fiscal year 2024. The adoption of ASU No. 2021-08 did not have a material impact on the Company's Condensed Consolidated Financial Statements.

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU No. 2023-07, “Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures” (“ASU No. 2023-07”), which requires an entity to improve its disclosures related to reportable segments and provide additional, more detailed information about a reportable segment’s expenses. ASU No. 2023-07 is effective for the Company in the fourth quarter of fiscal year 2025. The amendments in this ASU must be applied on a retrospective basis to all prior periods presented in the financial statements and early adoption is permitted. The Company is currently assessing the impact that the adoption of ASU No. 2023-07 will have on its Consolidated Financial Statements.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740) - Improvements to Income Tax Disclosures” (“ASU No. 2023-09”), which requires an entity to annually disclose specific categories in the rate reconciliation, additional information for reconciling items that meet a quantitative threshold, and certain information about income taxes paid. ASU No. 2023-09 is effective for the Company in the fourth quarter of fiscal year 2026. Early adoption of the amendments is permitted. The Company is currently assessing the impact that the adoption of ASU No. 2023-09 will have on its Consolidated Financial Statements.

In March, 2024, the FASB issued ASU No. 2024-01, “Compensation—Stock Compensation - Scope Application of Profits Interest and Similar Awards” (“ASU No. 2024-01”), which provides illustrative guidance to help entities determine whether profits interest and similar awards should be accounted for as share-based payment arrangements within the scope of Topic 718 or another accounting standard. ASU No. 2024-01 is effective for the Company in the first quarter of fiscal year 2026. Early adoption of the amendments is permitted. The Company is currently assessing the impact that the adoption of ASU No. 2024-01 will have on its Consolidated Financial Statements.

NOTE 3. REVENUE RECOGNITION

ASC 606 “Revenue from Contracts with Customers” 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 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:

Transaction Price

The Company allocates transaction price 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, Broadridge’s most significant performance obligations involve variable consideration which constitutes the majority of its revenue streams. The Company’s variable consideration components meet the criteria in ASC 606 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.

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.

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 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 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 Broadridge Retirement and Workplace administrative services.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Investor Communication Solutions				
Regulatory	$ 344.6	$ 345.7	$ 718.7	$ 697.1
Data-driven fund solutions	106.2	102.0	313.3	290.9
Issuer	59.6	57.7	118.7	108.2
Customer communications	190.8	188.0	512.5	507.3
Total ICS Recurring revenues	701.1	693.5	1,663.2	1,603.5
Equity and other	46.0	29.2	108.9	83.9
Mutual funds	21.1	22.6	100.3	68.2
Total ICS Event-driven revenues	67.0	51.8	209.2	152.1
Distribution revenues	533.3	511.9	1,457.2	1,341.6
Total ICS Revenues	$ 1,301.4	$ 1,257.2	$ 3,329.6	$ 3,097.2
Global Technology and Operations				
Capital markets	$ 265.8	$ 245.8	$ 776.7	$ 707.8
Wealth and investment management	159.3	142.7	456.3	416.9
Total GTO Recurring revenues	425.1	388.5	1,233.0	1,124.6
Total Revenues	$ 1,726.5	$ 1,645.7	$ 4,562.5	$ 4,221.9
Revenues by Type				
Recurring revenues	$ 1,126.2	$ 1,082.0	$ 2,896.2	$ 2,728.2
Event-driven revenues	67.0	51.8	209.2	152.1
Distribution revenues	533.3	511.9	1,457.2	1,341.6
Total Revenues	$ 1,726.5	$ 1,645.7	$ 4,562.5	$ 4,221.9

Contract Balances

The following table provides information about contract assets and liabilities:

	March 31, 2024	June 30, 2023
	(in millions)	
Contract assets	$ 128.1	$ 109.1
Contract liabilities	$ 712.8	$ 692.6

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 nine months ended March 31, 2024, contract assets increased due to an increase in software term license revenues, while contract liabilities increased due to the timing of client invoices in relation to the timing of revenue recognized. The Company recognized $238.7 million of revenue during the nine months ended March 31, 2024 that was included in the contract liability balance as of June 30, 2023.

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.

The computation of diluted EPS excluded 0.3 million options to purchase Broadridge common stock for the three months ended March 31, 2024, and 0.3 million options to purchase Broadridge common stock for the nine months ended March 31, 2024, as the effect of their inclusion would have been anti-dilutive.

The computation of diluted EPS excluded 1.3 million options to purchase Broadridge common stock for the three months ended March 31, 2023, and 1.2 million options to purchase Broadridge common stock for the nine months ended March 31, 2023, 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:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Weighted-average shares outstanding:				
Basic	117.8	117.7	117.8	117.6
Common stock equivalents	1.5	1.3	1.4	1.3
Diluted	119.4	119.1	119.2	118.9

NOTE 5. INTEREST EXPENSE, NET

Interest expense, net consisted of the following:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Interest expense on borrowings	$ (38.2)	$ (40.3)	$ (114.5)	$ (104.6)
Interest income	2.8	1.8	9.4	5.1
Interest expense, net	$ (35.3)	$ (38.5)	$ (105.1)	$ (99.5)

NOTE 6. ACQUISITIONS

Assets acquired and liabilities assumed in business combinations are recorded on the Company’s Condensed 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 Condensed 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 nine months ended March 31, 2024 and for the fiscal year ended June 30, 2023, there were no acquisitions.

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 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 March 31, 2024 and June 30, 2023, respectively, that are recorded at fair value, segregated by level within the fair value hierarchy:

	March 31, 2024							
	Level 1		Level 2		Level 3		Total	
	(in millions)							
Assets:								
Other current assets:								
Securities	$	0.8	$	—	$	—	$	0.8
Other non-current assets:								
Securities (a)		165.0		—		—		165.0
Derivative asset		—		44.1		—		44.1
Total assets as of March 31, 2024	$	165.7	$	44.1	$	—	$	209.8
Liabilities:								
Contingent consideration obligations		—		—		7.7		7.7
Total liabilities as of March 31, 2024	$	—	$	—	$	7.7	$	7.7

	June 30, 2023			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets:				
Other current assets:				
Securities	$ 0.7	$ —	$ —	$ 0.7
Other non-current assets:				
Securities (a)	141.3	—	—	141.3
Derivative asset	—	66.7	—	66.7
Total assets as of June 30, 2023	$ 142.0	$ 66.7	$ —	$ 208.7
Liabilities:				
Contingent consideration obligations	—	—	12.0	12.0
Total liabilities as of June 30, 2023	$ —	$ —	$ 12.0	$ 12.0

(a) Includes investments related to the Company's Defined Benefit Pension Plans and Executive Retirement and Savings Plan (the "ERSP").

In addition, the Company has non-marketable securities with a carrying amount of $55.6 million and $55.6 million as of March 31, 2024 and June 30, 2023, respectively, that are classified as Level 2 financial assets and included as part of Other non-current assets on the Condensed Consolidated Balance Sheets.

The following table sets forth an analysis of changes during the three and nine months ended March 31, 2024 and 2023, respectively, in Level 3 financial liabilities of the Company:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Beginning balance	$ 7.6	$ 12.0	$ 12.0	$ 12.9
Net increase in contingent consideration liability	—	—	0.8	(0.5)
Foreign currency impact on contingent consideration liability	0.1	—	—	(0.3)
Payments	—	—	(5.2)	—
Ending balance	$ 7.7	$ 12.0	$ 7.7	$ 12.0

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. DEFERRED CLIENT CONVERSION AND START-UP COSTS

Deferred client conversion and start-up costs consisted of the following:

	March 31, 2024	June 30, 2023
	(in millions)	
Deferred client conversion and start-up costs	$ 896.8	$ 925.4
Other start-up costs	8.4	11.5
Total	$ 905.2	$ 937.0

Deferred client conversion and start-up costs include 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 how the Company assesses such costs for impairment.

Deferred client conversion and start-up costs of $905.2 million as of March 31, 2024 consist of costs incurred to set-up or convert a client’s systems to function with the Company’s technology of $896.8 million, as well as other start-up costs of $8.4 million. Deferred client conversion and start-up costs of $937.0 million as of June 30, 2023 consist of costs incurred to set-up or convert a client’s systems to function with the Company’s technology of $925.4 million, as well as other start-up costs of $11.5 million.

The total amount of Deferred client conversion and start-up costs and Deferred sales commission costs amortized in Operating expenses during the three months ended March 31, 2024 and 2023, were $33.3 million and $23.6 million, respectively.

The total amount of Deferred client conversion and start-up costs and Deferred sales commission costs amortized in Operating expenses during the nine months ended March 31, 2024 and 2023, were $97.7 million and $71.5 million, respectively.

NOTE 9. OTHER NON-CURRENT ASSETS

Other non-current assets consisted of the following:

	March 31, 2024	June 30, 2023
	(in millions)	
Long-term investments	$ 262.4	$ 241.9
ROU assets (a)	175.0	198.3
Contract assets (b)	128.1	109.1
Deferred sales commissions costs	112.1	114.1
Long-term broker fees	35.5	32.0
Deferred data center costs (c)	12.7	15.4
Other (d)	95.3	118.3
Total	$ 821.0	$ 829.2

(a) ROU assets represent the Company's right to use an underlying asset for the lease term.

(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 15, "Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements" for a further discussion.

(d) Includes $44.1 million and $66.7 million derivative assets as of March 31, 2024 and June 30, 2023, respectively, related to the Company's cross-currency swap derivative contracts. Please refer to Note 15, "Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements" for a further discussion.

NOTE 10. PAYABLES AND ACCRUED EXPENSES

Payables and accrued expenses consisted of the following:

	March 31, 2024	June 30, 2023
	(in millions)	
Accounts payable	$ 158.1	$ 157.3
Employee compensation and benefits	260.2	335.6
Accrued broker fees	99.9	148.0
Accrued dividend payable	94.4	85.6
Customer deposits	77.3	65.6
Business process outsourcing administration fees	57.8	61.7
Operating lease liabilities	36.6	40.9
Accrued taxes	45.7	69.7
Other	63.6	55.1
Total	$ 893.5	$ 1,019.5

Restructuring Charges

The total Employee compensation and benefits liability within the table above of $260.2 million and $335.6 million for March 31, 2024 and June 30, 2023, respectively, includes a restructuring liability of $2.7 million and $19.5 million as of March 31, 2024 and June 30, 2023, respectively.

During the fourth quarter of fiscal year 2023, Broadridge implemented a corporate restructuring initiative to exit and realign some of its businesses, streamline the Company’s management structure, reallocate work to lower cost locations, and reduce headcount in deprioritized areas (the “Corporate Restructuring Initiative”). The total estimated pre-tax costs for actions identified as part of the Corporate Restructuring Initiative are approximately $60.0 million to $75.0 million, of which $27.4 million has been incurred to date. In the fourth quarter of fiscal year 2023, this restructuring resulted in total charges of $20.4 million of severance costs recorded in Operating expenses. Severance costs incurred in the fourth quarter of fiscal year 2023 associated with the Corporate Restructuring Initiative were not reflected in segment profit and are recorded within the Other segment. During the third quarter of fiscal year 2024, as part of the Corporate Restructuring Initiative, the Company exited a business resulting in a $7.0 million asset impairment charge recorded in Cost of revenues. The asset impairment charge incurred during the third quarter of fiscal year 2024 was reflected in the GTO segment. The Company expects to incur the remaining charges for the Corporate Restructuring Initiative by the end of fiscal year 2024.

Table of Contents

NOTE 11. BORROWINGS

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

	Expiration Date	Principal amount outstanding at March 31, 2024	Carrying value at March 31, 2024	Carrying value at June 30, 2023	Unused Available Capacity	Fair Value at March 31, 2024
				(in millions)		
Current portion of long-term debt						
Fiscal 2021 Term Loans (a)	May 2024	$ —	$ —	$1,178.5	$ —	$ —
Total		$ —	$ —	$1,178.5	$ —	$ —
Long-term debt, excluding current portion						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 30.0	$ 30.0	$ —	$1,070.0	$ 30.0
Multicurrency tranche	April 2026	—	—	—	400.0	—
Total Revolving Credit Facility		$ 30.0	$ 30.0	$ —	$1,470.0	$ 30.0
Fiscal 2024 Amended Term Loan (a)	August 2026	$ 1,250.0	$1,247.3	$ —	$ —	$ 1,250.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 498.5	$ 498.0	$ —	$ 480.7
Fiscal 2020 Senior Notes	December 2029	750.0	744.9	744.3	—	665.6
Fiscal 2021 Senior Notes	May 2031	1,000.0	993.2	992.5	—	842.6
Total Senior Notes		$ 2,250.0	$2,236.6	$2,234.7	$ —	$ 1,988.8
Total long-term debt		$ 3,530.0	$3,513.9	$2,234.7	$1,470.0	$ 3,268.8
Total debt		$ 3,530.0	$3,513.9	$3,413.3	$1,470.0	$ 3,268.8

(a) The Fiscal 2021 Term Loans were reclassified from Current portion of long-term debt to Long-term debt in the first quarter of fiscal year 2024 upon amendment of the loan, to reflect the remaining maturity of more than one year.

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

Years ending June 30,	**2024**	**2025**	**2026**	**2027**	**2028**	**Thereafter**	**Total**
(in millions)	$ —	$ —	$ 530.0	$1,250.0	$ —	$1,750.0	$3,530.0

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 amended on December 23, 2021 and May 23, 2023 (the “Fiscal 2021 Revolving Credit Facility”) which replaced the $1.5 billion five-year revolving credit facility entered during March 2019. The Fiscal 2021 Revolving Credit Facility is comprised of a $1.1 billion U.S. dollar tranche and a $400.0 million multicurrency tranche. On May 23, 2023, we amended the interest rate index from LIBOR to Adjusted Term SOFR. All other terms remained unchanged.

The weighted-average interest rate on the Fiscal 2021 Revolving Credit Facility was 6.52% and 6.49% for the three and nine months ended March 31, 2024, and 5.51% and 4.65% for the three and nine months ended March 31, 2023, respectively. The fair value of the variable-rate Fiscal 2021 Revolving Credit Facility borrowings at March 31, 2024 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, Swedish Kronor, and Yen bears interest at Adjusted Term SOFR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.100% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on public debt ratings) and revolving loans denominated in Sterling initially bear interest at SONIA plus 1.1326% 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 15.0 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 March 31, 2024, the Company was in compliance with all covenants of the Fiscal 2021 Revolving Credit Facility.

Fiscal 2021 Term Loans: In March 2021, the Company entered into an amended and restated term credit agreement, as amended on December 23, 2021, and May 23, 2023 (“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 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. Once borrowed, amounts repaid or prepaid in respect of such Fiscal 2021 Term Loans may not be reborrowed. The Tranche 1 Loan was to mature on the date that is 18 months after the date on which the Fiscal 2021 Term Loans were 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 was to mature in May 2024. The Tranche 2 Loan bore interest at Adjusted Term SOFR plus 1.000% per annum (subject to step-ups to Adjusted Term SOFR plus 1.250% or a step-down to Adjusted Term SOFR plus 0.750% based on ratings). On May 23, 2023, we amended the interest rate index from LIBOR to Adjusted Term SOFR. All other terms remained unchanged.

Fiscal 2024 Amended Term Loan: On August 17, 2023, the Company amended and restated the Term Credit Agreement (the “Amended and Restated Term Credit Agreement”), providing for term loan commitment in an aggregate principal amount of $1.3 billion, replacing the Tranche 2 Loan of the Fiscal 2021 Term Loans (the “Fiscal 2024 Amended Term Loan”). The Fiscal 2024 Amended Term Loan will mature in August 2026 on the third anniversary of the amended Funding Date of August 17, 2023. The Fiscal 2024 Term Loan bears interest at Adjusted Term SOFR plus 1.250% per annum (subject to a step-up to Adjusted Term SOFR plus 1.375% or step-downs to Adjusted Term SOFR plus 1.125% and Adjusted Term SOFR plus 1.000%, in each case, based on ratings).

The Company may voluntarily prepay the Fiscal 2024 Amended Term Loan 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 the Fiscal 2024 Term Loan, subject to certain limitations and qualifications as set forth in the Amended and Restated Term Credit Agreement. The Amended and Restated Term Credit Agreement is subject to certain covenants, including a leverage ratio. At March 31, 2024, the Company was in compliance with all covenants of the Fiscal 2024 Amended Term Loan.

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 of all or substantially all of the Company’s assets. At March 31, 2024, 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 March 31, 2024 and June 30, 2023 was $480.7 million and $471.4 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 of all or substantially all of the Company’s assets. At March 31, 2024, 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 March 31, 2024 and June 30, 2023 was $665.6 million and $641.0 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 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 of all or substantially all of the Company’s assets. At March 31, 2024, 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 March 31, 2024 and June 30, 2023 was $842.6 million and $817.4 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”).

The Fiscal 2021 Revolving Credit Facility, Fiscal 2024 Amended Term Loan, 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 March 31, 2024 and June 30, 2023, respectively, there were no outstanding borrowings under these lines of credit.

NOTE 12. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities consisted of the following:

	March 31, 2024	June 30, 2023
	(in millions)	
Post-employment retirement obligations	$ 209.5	$ 182.2
Operating lease liabilities	175.7	198.5
Non-current income taxes	58.6	52.4
Acquisition related contingencies	—	7.7
Other	54.6	35.2
Total	$ 498.4	$ 476.0

The Company sponsors a Supplemental Officer Retirement Plan (the “Broadridge SORP”). The Broadridge SORP is a non-qualified 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 Broadridge SORP was closed to new participants beginning in fiscal year 2015. The Company also sponsors a Supplemental Executive Retirement Plan (the “Broadridge SERP”). The Broadridge SERP is also a non-qualified 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 Broadridge 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 Broadridge SORP and SERP are non-qualified plans for federal tax purposes and for purposes of Title I of ERISA. The Rabbi Trust assets had a value of $61.8 million at March 31, 2024 and $57.8 million at June 30, 2023 and are included in Other non-current assets in the accompanying Condensed Consolidated Balance Sheets. The SORP and the SERP had a total benefit obligation of $60.5 million at March 31, 2024 and $58.6 million at June 30, 2023 and are included in Other non-current liabilities in the accompanying Condensed Consolidated Balance Sheets.

NOTE 13. STOCK-BASED COMPENSATION

The activity related to the Company's incentive equity awards for the three months ended March 31, 2024 consisted of the following:

	Stock Options		Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	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 December 31, 2023	2,203,624	$ 121.53	944,285	$ 147.94	262,533	$ 159.13
Granted	286,327	198.30	11,608	192.57	—	—
Exercise of stock options (a)	(225,469)	106.71	—	—	—	—
Vesting of restricted stock units	—	—	(6,329)	144.53	—	—
Expired/forfeited	(4,026)	142.45	(4,586)	155.22	(1,719)	154.66
Balances at March 31, 2024 (b),(c)	2,260,456	$ 132.70	944,978	$ 148.47	260,814	$ 159.16

(a) Stock options exercised during the period of January 1, 2024 through March 31, 2024 had an aggregate intrinsic value of $21.3 million.

(b) As of March 31, 2024, the Company's outstanding vested and currently exercisable stock options using the March 31, 2024 closing stock price of $204.86 (approximately 1.4 million shares) had an aggregate intrinsic value of $124.2 million with a weighted-average exercise price of $112.88 and a weighted-average remaining contractual life of 5.5 years. The total of all stock options outstanding as of March 31, 2024 has a weighted-average remaining contractual life of 6.8 years.

(c) As of March 31, 2024, time-based restricted stock units and performance-based restricted stock units expected to vest using the March 31, 2024 closing stock price of $204.86 (approximately 0.9 million and 0.2 million shares, respectively) had an aggregate intrinsic value of $184.3 million and $48.1 million, respectively. Performance-based restricted stock units 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.

Table of Contents

The activity related to the Company's incentive equity awards for the nine months ended March 31, 2024 consisted of the following:

	Stock Options		Time-based Restricted Stock Units		Performance-based Restricted Stock Units	
	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, 2023	2,696,805	$ 116.46	731,327	$ 137.76	201,705	$ 153.42
Granted	311,804	196.50	276,186	171.45	92,905	168.95
Exercise of stock options (a)	(709,984)	98.42	—	—	—	—
Vesting of restricted stock units	—	—	(35,828)	105.91	(15,002)	150.02
Expired/forfeited	(38,169)	144.50	(26,707)	149.90	(18,794)	153.26
Balances at March 31, 2024	2,260,456	$ 132.70	944,978	$ 148.47	260,814	$ 159.16

(a) Stock options exercised during the period of July 1, 2023 through March 31, 2024 had an aggregate intrinsic value of $64.3 million.

The Company has stock-based compensation plans under which the Company annually grants stock option and restricted stock unit awards. 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, with the measurement of stock-based compensation expense recognized in Net earnings based on the fair value of the award on the date of grant. Stock-based compensation expense of $20.2 million and $20.9 million, as well as related expected tax benefits of $3.8 million and $5.0 million were recognized for the three months ended March 31, 2024 and 2023, respectively. Stock-based compensation expense of $57.1 million and $57.4 million, as well as related expected tax benefits of $10.8 million and $13.3 million were recognized for the nine months ended March 31, 2024 and 2023, respectively.

As of March 31, 2024, the total remaining unrecognized compensation cost related to non-vested stock options and restricted stock unit awards amounted to $21.7 million and $67.1 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 2.0 years and 2.0 years, respectively.

For stock options granted, 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, 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.

NOTE 14. INCOME TAXES

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Provision for income taxes	$ 52.9	$ 51.6	$ 92.3	$ 70.9
Effective tax rate	19.8 %	20.6 %	19.8 %	18.8 %
Excess tax benefits	$ 3.2	$ 0.3	$ 9.5	$ 7.5

The decrease in the effective tax rate for the three months ended March 31, 2024 was driven primarily by a higher excess tax benefit related to equity compensation, relative to pre-tax income as compared to the prior year period.

The increase in the effective tax rate for the nine months ended March 31, 2024 was driven by an increase in pre-tax income relative to total discrete tax benefits. The higher excess tax benefit related to equity compensation was offset by a decrease in other discrete tax benefits.

NOTE 15. CONTRACTUAL COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

Data Center Agreements

The Company is a party to an Amended and Restated IT Services Agreement with Kyndryl, Inc. (“Kyndryl”), an entity formed by IBM’s spin-off of its managed infrastructure services business, under which Kyndryl provides certain aspects of the Company’s information technology infrastructure, including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The Amended and Restated IT Services Agreement expires on June 30, 2027, however the Company may renew the agreement for up to one additional 12-month period. Fixed minimum commitments remaining under the Amended and Restated IT Services Agreement at March 31, 2024 are $91.6 million through June 30, 2027, the final year of the Amended and Restated IT Services Agreement.

The Company is a party to an information technology agreement for private cloud services (the “Private Cloud Agreement”) under which Kyndryl operates, manages and supports the Company’s private cloud global distributed platforms and products, and operates and manages certain Company networks. The Private Cloud Agreement expires on March 31, 2030. Fixed minimum commitments remaining under the Private Cloud Agreement at March 31, 2024 are $128.8 million through March 31, 2030, the final year of the contract.

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 minimum commitments remaining under the AWS Cloud Agreement at March 31, 2024 are $148.7 million 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 investments in this variable interest entity totaled $35.0 million as of March 31, 2024, which represents the carrying value of the Company's investment.

In addition, as of March 31, 2024, the Company has a future commitment to fund $0.6 million to one of the Company’s other investees.

Software License Agreements

The Company has incurred the following expenses under software license agreements:

	Three Months Ended March 31,				Nine Months Ended March 31,			
	2024		2023		2024		2022	
	(in millions)							
Software License Agreements	$	35.3	$	32.8	$	100.6	$	101.3

Fixed Operating Lease Cost

The Company has incurred the following fixed operating lease costs:

	Three Months Ended March 31,				Nine Months Ended March 31,			
	2024		2023		2024		2022	
	(in millions)							
Fixed Operating Lease Cost	$	9.7	$	9.9	$	29.8	$	30.2

Litigation

Broadridge or its subsidiaries are subject to various claims and legal matters that arise in the normal course of business (referred to as "Litigation"). The Company establishes reserves for Litigation and other loss contingencies when it is both probable that a loss will occur, and the amount of such loss can reasonably be estimated. For certain Litigation matters for which the Company does not believe it probable that a loss will occur at this time, the Company is able to estimate a range of reasonably possible losses in excess of established reserves. Management currently estimates an aggregate range of reasonably possible losses for such matters of up to $25 million in excess of any established reserves. The Litigation matters underlying the estimated range will change from time to time, and it is reasonably possible that the actual results may vary significantly from this estimate. The Company's management currently believes that resolution of any outstanding legal matters will not have a material adverse effect on the Company's financial position or results of operations. However, legal matters are subject to inherent uncertainties and there exists the possibility that the ultimate resolution of these matters could have a material adverse impact on the Company's financial position and results of operations in the period in which any such effects are recorded.

Plan Management Corp. Claim

Paramount Financial Communications, Inc. d/b/a Plan Management Corp. ("Plan Management") and Jonathan Miller filed a complaint on January 28, 2015 in the United States District Court for the Eastern District of Pennsylvania. Plan Management claimed that Broadridge Investor Communication Solutions, Inc. ("BRICS") breached a marketing agreement between BRICS and Plan Management (the "Marketing Agreement") and Mr. Miller asserted a fraud claim. The case went to trial in the second fiscal quarter of the Company's fiscal year 2023. The court dismissed Mr. Miller's fraud claim and Plan Management's breach of contract claim went to the jury. On December 7, 2022, the jury found that BRICS breached the Marketing Agreement and acted with gross negligence and willful misconduct. Plan Management filed a motion for post-judgment interest, and Mr. Miller has filed a motion for a new trial on his fraud claim. BRICS has filed post-trial motions to vacate or reduce the verdict. On July 26, 2023, the trial court vacated the damages award but not the liability finding. Mr. Miller's motion for a new trial on the fraud claim was denied. Plan Management's motion to award post-judgment interest was denied as moot. A new trial on damages was scheduled for March 4, 2024, however it has been rescheduled to July 29, 2024. In light of these post-trial rulings and the facts and circumstances of the case at this time, the Company does not believe that a material loss is probable in this matter.

Broadridge Customer Communications ("BRCC") Machine Operator Claim

A law firm representing a machine operator currently employed by BRCC, a business within the ICS segment in Edgewood, New York sought compensation under the Fair Labor Standards Act and New York Labor Law on behalf of the machine operator and a proposed class of machine operators. During the third quarter of 2024, Broadridge agreed to settle the matter for $9.9 million and provided an incremental reserve of $8.2 million. The settlement is subject to final documentation and court approval.

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 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 Condensed Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Condensed Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At March 31, 2024, the Company's position on the cross-currency swaps was an asset of $44.1 million, and is recorded as part of Other non-current assets on the Condensed 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 Condensed Consolidated Statements of Earnings.

In May 2021, the Company settled a forward treasury lock agreement that was designated as a cash flow hedge, for a pre-tax loss of $11.0 million, after which the final settlement loss is being 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 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 SEC 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 March 31, 2024, 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 March 31, 2024, Matrix Trust Company was in compliance with its capital requirements.

NOTE 16. 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) for the three and nine months ended March 31, 2024, and 2023, respectively:

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
		(in millions)		
Balances at December 31, 2023	$ (339.4)	$ (4.5)	$ (6.1)	$ (350.0)
Other comprehensive income before reclassifications	36.1	—	—	36.1
Amounts reclassified from accumulated other comprehensive income	—	0.1	0.2	0.3
Balances at March 31, 2024	$ (303.2)	$ (4.5)	$ (5.9)	$ (313.6)

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
		(in millions)		
Balances at June 30, 2023	$ (273.6)	$ (4.6)	$ (6.5)	$ (284.7)
Other comprehensive loss before reclassifications	(29.7)	—	—	(29.7)
Amounts reclassified from accumulated other comprehensive income	—	0.2	0.6	0.8
Balances at March 31, 2024	$ (303.2)	$ (4.5)	$ (5.9)	$ (313.6)

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
	(in millions)			
Balances at December 31, 2022	$ (349.2)	$ (4.8)	$ (6.9)	$ (361.0)
Other comprehensive income before reclassifications	76.6	—	—	76.6
Amounts reclassified from accumulated other comprehensive income	—	—	0.2	0.2
Balances at March 31, 2023	$ (272.6)	$ (4.8)	$ (6.7)	$ (284.2)

	Foreign Currency Translation	Pension and Post-Retirement Liabilities	Cash Flow Hedge	Total
	(in millions)			
Balances at June 30, 2022	$ (214.1)	$ (4.8)	$ (7.4)	$ (226.3)
Other comprehensive loss before reclassifications	(58.5)	—	—	(58.5)
Amounts reclassified from accumulated other comprehensive income	—	0.1	0.6	0.7
Balances at March 31, 2023	$ (272.6)	$ (4.8)	$ (6.7)	$ (284.2)

NOTE 17. INTERIM 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.

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.

Segment results:

	Revenues			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Investor Communication Solutions	$ 1,301.4	$ 1,257.2	$ 3,329.6	$ 3,097.2
Global Technology and Operations	425.1	388.5	1,233.0	1,124.6
Total	$ 1,726.5	$ 1,645.7	$ 4,562.5	$ 4,221.9

	Earnings (Loss) before Income Taxes			
	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Investor Communication Solutions	$ 270.3	$ 255.5	$ 481.4	$ 380.4
Global Technology and Operations	53.2	47.6	126.2	131.9
Other	(56.9)	(53.1)	(140.4)	(134.9)
Total	$ 266.7	$ 250.1	$ 467.2	$ 377.4

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Investor Communication Solutions	$ 11.4	$ 13.3	$ 34.2	$ 43.7
Global Technology and Operations	39.2	39.9	117.1	119.1
Total	$ 50.6	$ 53.3	$ 151.4	$ 162.8

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Condensed Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein.

Overview

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. With over 60 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 ("ICS") and Global Technology and Operations ("GTO").

Investor Communication Solutions

We provide the following governance and communications solutions through our Investor Communication Solutions business segment: Regulatory Solutions, Data-Driven Fund Solutions, Corporate Issuer Solutions, and Customer Communications Solutions.

A large portion of our Investor Communication Solutions 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® is our 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. We have implemented digital applications to make voting easier for retail investors. We also provide the distribution of regulatory reports, class action and corporate action/reorganization event information, as well as tax reporting solutions that help our clients meet their regulatory compliance needs.

For asset managers and retirement service providers, we offer data-driven solutions and an end-to-end platform for content management, composition, and omni-channel distribution of regulatory, marketing, and transactional information. Our 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 our Retirement and Workplace business ("Broadridge Retirement and Workplace"), we provide mutual fund trade processing services for retirement service providers, third-party administrators, financial advisors, banks and wealth management professionals.

In addition, we provide 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. We also offer 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, that 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 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

Our Global Technology and Operations business provides the non-differentiating yet mission-critical infrastructure to the global financial markets. As a leading software as a service ("SaaS") provider, we offer capital markets, wealth and investment management firms modern technology to enable growth, simplify their technology stacks and mutualize costs. Our highly scalable, resilient, component-based solutions 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 Wealth Management business provides solutions for advisors and investors and also streamlines back and middle-office operations for broker-dealers by providing systems for critical post-trade activities, including books and records, transaction processing, clearance and settlement, and reporting. Our Investment Management business provides portfolio and order management solutions for traditional and alternative asset managers, which bring insights into trading, portfolio construction, risk and analytics. Our solutions connect asset managers to a global network of broker-dealers for trade execution and post-trade matching and confirmation. In addition, we provide 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, 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. Provided on a SaaS basis within large user communities, our technology is a global solution, processing 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. Through Broadridge Trading and Connectivity Solutions, we offer a set of global front-office trade order and execution management systems and connectivity solutions that enable market participants to connect and trade. The combination of the front-office solutions from the 2021 acquisition of Itiviti Holding AB ("Itiviti") and our post-trade product suite and other capital markets capabilities 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.

Our Wealth Management business delivers technology solutions and other 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 technology solutions enable full-service, regional and independent broker-dealers and investment advisors to better engage with customers through digital marketing and customer communications tools. We also integrate data, content and technology to drive new customer acquisition, support holistic and personalized advice and cross-sell opportunities. Our advisor solutions help advisors optimize their practice management through customer and account data aggregation and reporting.

Our Investment Management business 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.

Consolidation and Basis of Presentation

The Condensed Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States of America ("U.S."). These Condensed Consolidated Financial Statements present the condensed 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.

The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Condensed Consolidated Financial Statements should be read in conjunction with the Company's Consolidated Financial Statements for the fiscal year ended June 30, 2023 in the 2023 Annual Report.

Critical Accounting Estimates

In presenting the Condensed 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 Condensed 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. In management's opinion, the Condensed 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. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in the "Critical Accounting Policies" section of Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2023 Annual Report.

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 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, Recurring revenue growth constant currency, 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, Free Cash flow and Recurring revenue growth constant currency to the most directly comparable 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. Revenues from fees 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 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 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 Broadridge Retirement and Workplace administrative services.

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

- Organic – We define organic revenue as the recurring revenue generated from Net New Business and Internal Growth.
- Acquired – We define acquired revenue as the recurring 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.

Revenue and Recurring 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 3, “Revenue Recognition” to our Condensed Consolidated Financial Statements in this Form 10-Q.

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 comprised of stock record growth and interim record growth. Stock record growth (also referred to as “SRG” or “equity position growth”) measures the estimated annual change in positions eligible for equity proxy materials. Interim record growth (also referred to as “IRG” or “mutual fund/ETF position growth”) measures the estimated change in mutual fund and exchange traded fund positions eligible for interim communications. These metrics are calculated from equity proxy and mutual fund/ETF position data reported to Broadridge for the same issuers or funds 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 three and nine months ended March 31, 2024, and 2023, are as follows:

Select Operating Metrics

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
Record Growth				
Equity positions (Stock records)	5 %	10 %	6 %	10 %
Mutual fund/ETF positions (Interim records)	(1)%	6 %	2 %	8 %
Internal Trade Growth	11 %	1 %	13 %	4 %

Results of Operations

The following discussions of Analysis of Condensed Consolidated Statements of Earnings and Analysis of Reportable Segments refer to the three and nine months ended March 31, 2024 compared to the three and nine months ended March 31, 2023. The Analysis of Condensed 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 Condensed Consolidated Statements of Earnings.

The following references are utilized in the discussions of Analysis of Condensed 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.

“Litigation Settlement Charge” represents the reserve established during the third quarter of 2024 related to the settlement of a claim.

“Restructuring and Other Related Costs” represent costs associated with the Company’s Corporate Restructuring Initiative to exit and/or realign some of our businesses, streamline the Company’s management structure, reallocate work to lower cost locations, and reduce headcount in deprioritized areas.

“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.

“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.

“Internal Growth” is a component of recurring 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.

“Recurring revenue growth constant currency” refers to our Recurring revenue growth presented on a constant currency basis to exclude the impact of foreign currency exchange fluctuations.

The following definitions describe the Company’s Revenues:

Revenues in the Investor Communication Solutions segment are derived from both recurring and event-driven activity, in addition to distribution revenues. 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 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 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. For the nine months ended March 31, 2024, mutual fund proxy revenues were 86% higher compared to the nine months ended March 31, 2023. During fiscal year 2023, mutual fund proxy revenues were 51% lower than the prior fiscal year. Although it is difficult to forecast the levels of event-driven activity, we expect that the portion of 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 Broadridge Retirement and Workplace administrative services.

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

Closed sales represent an estimate of the expected annual recurring 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 three and nine months ended March 31, 2024 and for the fiscal year ended June 30, 2023, 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.

Closed sales for the three months ended March 31, 2024 were $79.6 million, an increase of $18.0 million, or 29%, compared to $61.6 million for the three months ended March 31, 2023. Closed sales for the three months ended March 31, 2024 and March 31, 2023 are net of an allowance adjustment of $4.2 million and $3.2 million, respectively.

Closed sales for the nine months ended March 31, 2024 were $185.2 million, an increase of $29.2 million, or 19%, compared to $156.0 million for the nine months ended March 31, 2023. Closed sales for the nine months ended March 31, 2024 and March 31, 2023 are net of an allowance adjustment of $9.7 million and $8.2 million, respectively.

Recent Developments

SEC Rule on Tailored Shareholder Reports

On October 26, 2022, the SEC adopted a rule modifying open-end mutual fund and exchange-traded fund investor communications. The SEC rule requires that shorter summary documents, referred to as tailored shareholder reports, be distributed in lieu of long-form annual and semi-annual fund reports or notices of the availability of such reports, which the SEC had permitted under Rule 30e-3. The rule went into effect on January 24, 2023 and includes an 18-month transition period for implementation by open-end mutual funds and exchange-traded funds, with a final compliance date of July 24, 2024. We are reviewing the full impact of the new rule, however we currently estimate a reduction in our annual Recurring revenues of approximately $30 million phasing in over fiscal years 2025 and 2026, assuming no offset from new services. See the risk factor titled “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.” in Part I, Item 1A. “Risk Factors” in the 2023 Annual Report.

Analysis of Condensed Consolidated Statements of Earnings

Three Months Ended March 31, 2024 versus Three Months Ended March 31, 2023

The table below presents Condensed Consolidated Statements of Earnings data for the three months ended March 31, 2024 and 2023, and the dollar and percentage changes between periods:

	Three Months Ended March 31,			
			Change	
	2024	2023	$	%
	(in millions, except per share amounts)			
Revenues	$ 1,726.5	$ 1,645.7	$ 80.8	5
Cost of revenues	1,187.3	1,137.7	49.6	4
Selling, general and administrative expenses	236.2	221.2	15.0	7
Total operating expenses	1,423.6	1,358.9	64.7	5
Operating income	302.9	286.8	16.1	6
Margin	17.5 %	17.4 %		
Interest expense, net	(35.3)	(38.5)	3.2	(8)
Other non-operating income (expenses), net	(0.9)	1.8	(2.7)	(150)
Earnings before income taxes	266.7	250.1	16.5	7
Provision for income taxes	52.9	51.6	1.3	3
Effective tax rate	19.8 %	20.6 %		
Net earnings	$ 213.7	$ 198.5	$ 15.2	8
Basic earnings per share	$ 1.81	$ 1.69	$ 0.12	7
Diluted earnings per share	$ 1.79	$ 1.67	$ 0.12	7
Weighted-average shares outstanding:				
Basic	117.8	117.7		
Diluted	119.4	119.1		

Revenues

The table below presents Condensed Consolidated Statements of Earnings data for the three months ended March 31, 2024 and 2023, and the dollar and percentage changes between periods:

	Three Months Ended March 31,			
			Change	
	2024	2023	$	%
	($ in millions)			
Recurring revenues	$ 1,126.2	$ 1,082.0	$ 44.2	4
Event-driven revenues	67.0	51.8	15.2	29
Distribution revenues	533.3	511.9	21.3	4
Total	$ 1,726.5	$ 1,645.7	$ 80.8	5

	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	3pts	1pt	0pts	0pts	4 %

Revenues increased $80.8 million, or 5%, to $1,726.5 million from $1,645.7 million.

- Recurring revenues increased $44.2 million, or 4%, to $1,126.2 million. Recurring revenue growth constant currency (Non-GAAP) was 4%, all organic, driven by Net New Business and Internal Growth in GTO and ICS.
- Event-driven revenues increased $15.2 million, or 29%, driven by equity proxy contests in the quarter.
- Distribution revenues increased $21.3 million, or 4%, driven by the postage rate increase of approximately $29.5 million offset by lower communications volumes.

Total operating expenses. Operating expenses increased $64.7 million, or 5%, to $1,423.6 million from $1,358.9 million:

- Cost of revenues increased $49.6 million, or 4%, primarily reflecting the impact of higher amortization expense in our GTO segment of $16.0 million and higher postage and distribution expenses in our ICS segment of $13.2 million and an increase in other revenue related expenses.
- Selling, general and administrative expenses increased $15.0 million, or 7%, primarily driven by higher compensation related expenses of $12.9 million.

Interest expense, net. Interest expense, net was $35.3 million, a decrease of $3.2 million, from $38.5 million for the three months ended March 31, 2023. The decrease of $3.2 million was primarily due to a decrease in average borrowings, partially offset by an increase in interest expense from higher borrowing costs.

Other non-operating expenses, net. Other non-operating expenses, net for the three months ended March 31, 2024 was $0.9 million, compared to Other non-operating income of $1.8 million for the three months ended March 31, 2023. The increased expense of $2.7 million was primarily driven by higher net gains on investments associated with our retirement plans and other investments in the prior year period.

Provision for income taxes.

- Effective tax rate for the three months ended March 31, 2024: 19.8%
- Effective tax rate for the three months ended March 31, 2023: 20.6%

The decrease in the effective tax rate for the three months ended March 31, 2024 was primarily driven by a higher excess tax benefit related to equity compensation, relative to pre-tax income, as compared to the prior year period.

Nine Months Ended March 31, 2024 versus Nine Months Ended March 31, 2023

The table below presents Condensed Consolidated Statements of Earnings data for the nine months ended March 31, 2024 and 2023, and the dollar and percentage changes between periods:

	Nine Months Ended March 31,			
			Change	
	2024	2023	$	%
	(in millions, except per share amounts)			
Revenues	$ 4,562.5	$ 4,221.9	$ 340.6	8
Cost of revenues	3,319.8	3,116.4	203.4	7
Selling, general and administrative expenses	667.0	623.3	43.7	7
Total operating expenses	3,986.8	3,739.7	247.1	7
Operating income	575.7	482.2	93.5	19
Margin	12.6 %	11.4 %		
Interest expense, net	(105.1)	(99.5)	(5.5)	6
Other non-operating expenses, net	(3.5)	(5.3)	1.8	(34)
Earnings before income taxes	467.2	377.4	89.8	24
Provision for income taxes	92.3	70.9	21.4	30
Effective tax rate	19.8 %	18.8 %		
Net earnings	$ 374.9	$ 306.5	$ 68.4	22
Basic earnings per share	$ 3.18	$ 2.61	$ 0.57	22
Diluted earnings per share	$ 3.14	$ 2.58	$ 0.56	22
Weighted-average shares outstanding:				
Basic	117.8	117.6		
Diluted	119.2	118.9		

Table of Contents

Revenues

The table below presents Condensed Consolidated Statements of Earnings data for the nine months ended March 31, 2024 and 2023, and the dollar and percentage changes between periods:

	Nine Months Ended March 31,			
			Change	
	2024	2023	$	%
	($ in millions)			
Recurring revenues	$ 2,896.2	$ 2,728.2	$ 168.0	6
Event-driven revenues	209.2	152.1	57.1	38
Distribution revenues	1,457.2	1,341.6	115.5	9
Total	$ 4,562.5	$ 4,221.9	$ 340.6	8

	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	4pts	2pts	0pts	0pts	6 %

Revenues increased $340.6 million, or 8%, to $4,562.5 million from $4,221.9 million.

- Recurring revenues increased $168.0 million, or 6%, to $2,896.2 million. Recurring revenue growth constant currency (Non-GAAP) was 6%, all organic, driven by Net New Business and Internal Growth in GTO and ICS.
- Event-driven revenues increased $57.1 million, or 38%, driven by higher mutual fund proxy, equity proxy contests and corporate action activity.
- Distribution revenues increased $115.5 million, or 9%, driven by the postage rate increase of approximately $84.7 million as well as higher event-driven mailings.

Total operating expenses. Operating expenses increased $247.1 million, or 7%, to $3,986.8 million from $3,739.7 million:

- Cost of revenues increased $203.4 million, or 7%, primarily reflecting the impact of higher postage and distribution expenses in our ICS segment of $98.2 million and higher amortization expense in our GTO segment of $46.2 million.
- Selling, general and administrative expenses increased $43.7 million, or 7%, primarily driven by higher compensation related expenses of $42.9 million.

Interest expense, net. Interest expense, net was $105.1 million, an increase of $5.5 million, from $99.5 million for the nine months ended March 31, 2023. The increase of $5.5 million was due to an increase in interest expense from higher borrowing costs, partially offset by a decrease in average borrowings.

Other non-operating expenses, net. Other non-operating expenses, net for the nine months ended March 31, 2024 was $3.5 million, compared to $5.3 million for the nine months ended March 31, 2023. The decreased expense of $1.8 million was primarily driven by improved performance on investments associated with our retirement plans and other investments compared to the prior year period.

Provision for income taxes.

- Effective tax rate for the nine months ended March 31, 2024: 19.8%
- Effective tax rate for the nine months ended March 31, 2023: 18.8%

The increase in the effective tax rate for the nine months ended March 31, 2024 was driven by an increase in pre-tax income relative to total discrete tax benefits. The higher excess tax benefit related to equity compensation was offset by a decrease in other discrete tax benefits.

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.

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

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2024	2023	$	%	2024	2023	$	%
	($ in millions)				($ in millions)			
Investor Communication Solutions	$1,301.4	$1,257.2	$ 44.2	4	$3,329.6	$3,097.2	$ 232.3	8
Global Technology and Operations	425.1	388.5	36.6	9	1,233.0	1,124.6	108.3	10
Total	$1,726.5	$1,645.7	$ 80.8	5	$4,562.5	$4,221.9	$ 340.6	8

Earnings Before Income Taxes

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2024	2023	$	%	2024	2023	$	%
	($ in millions)				($ in millions)			
Investor Communication Solutions	$ 270.3	$ 255.5	$ 14.8	6	$ 481.4	$ 380.4	$ 101.0	27
Global Technology and Operations	53.2	47.6	5.6	12	126.2	131.9	(5.7)	(4)
Other	(56.9)	(53.1)	(3.8)	7	(140.4)	(134.9)	(5.5)	4
Total	$ 266.7	$ 250.1	$ 16.5	7	$ 467.2	$ 377.4	$ 89.8	24

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

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2024	2023	$	%	2024	2023	$	%
	($ in millions)				($ in millions)			
Investor Communication Solutions	$ 11.4	$ 13.3	$ (1.9)	(14)	$ 34.2	$ 43.7	$ (9.5)	(22)
Global Technology and Operations	39.2	39.9	(0.7)	(2)	117.1	119.1	(1.9)	(2)
Total	$ 50.6	$ 53.3	$ (2.6)	(5)	$ 151.4	$ 162.8	$ (11.4)	(7)

Table of Contents

Investor Communication Solutions

Revenues for the three months ended March 31, 2024 increased $44.2 million to $1,301.4 million from $1,257.2 million, and earnings before income taxes increased $14.8 million to $270.3 million from $255.5 million.

Revenues for the nine months ended March 31, 2024 increased $232.3 million to $3,329.6 million from $3,097.2 million, and earnings before income taxes increased $101.0 million to $481.4 million from $380.4 million.

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2024	2023	$	%	2024	2023	$	%
	($ in millions)				($ in millions)			
Revenues								
Recurring revenues	$ 701.1	$ 693.5	$ 7.6	1	$ 1,663.2	$ 1,603.5	$ 59.7	4
Event-driven revenues	67.0	51.8	15.2	29	209.2	152.1	57.1	38
Distribution revenues	533.3	511.9	21.3	4	1,457.2	1,341.6	115.5	9
Total	$ 1,301.4	$ 1,257.2	$ 44.2	4	$ 3,329.6	$ 3,097.2	$ 232.3	8
Earnings Before Income Taxes								
Earnings before income taxes	$ 270.3	$ 255.5	$ 14.8	6	$ 481.4	$ 380.4	$ 101.0	27
Pre-tax Margin	20.8 %	20.3 %			14.5 %	12.3 %		

	Three Months Ended March 31, 2024				
	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	3pts	-2pts	0pts	0pts	1 %

	Nine Months Ended March 31, 2024				
	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	3pts	1pt	0pts	0pts	4 %

For the three months ended March 31, 2024:

- Recurring revenues increased $7.6 million, or 1%, to $701.1 million. Recurring revenue growth constant currency (Non-GAAP) was 1%, all organic, driven by Net New Business partially offset by Internal Growth. Internal Growth was negatively impacted by the timing of equity proxy and mutual fund regulatory communications.
- By product line, Recurring revenue growth and Recurring revenue growth constant currency (Non-GAAP) were as follows:
    - Regulatory was essentially flat. The positive impact of equity position growth of 5% was offset by a delay in proxy communications, which shifted a portion of those communications into the fiscal fourth quarter. Mutual fund/ETF position growth was (1)%.
    - Data-driven fund solutions rose 4% and 4%, respectively, driven primarily by growth in our retirement and workplace products.
    - Issuer rose 3% and 3%, respectively, driven by growth in disclosure solutions.
    - Customer communications rose 1% and 1%, respectively, as growth in digital communications was partially offset by slower growth in print revenues.
- Event-driven revenues increased $15.2 million, or 29%, driven by equity proxy contests in the quarter.
- Distribution revenues increased $21.3 million, or 4%, driven by the postage rate increase of approximately $29.5 million, offset by lower communications volumes.

- Earnings before income taxes increased $14.8 million, or 6%, to $270.3 million, primarily from higher Event-driven and Recurring revenue. Operating expenses rose 3%, or $29.3 million, to $1,031.0 million driven by higher distribution and other segment expenses. Pre-tax margins increased by 0.5% to 20.8% from 20.3% in the prior period.

For the nine months ended March 31, 2024:

- Recurring revenues increased $59.7 million, or 4%, to $1,663.2 million. Recurring revenue growth constant currency (Non-GAAP) was 4%, all organic, driven primarily by Net New Business and Internal Growth. Internal Growth was negatively impacted by the timing of equity proxy communications.
- By product line, Recurring revenue growth and Recurring revenue growth constant currency (Non-GAAP) were as follows:
    - Regulatory rose 3% and 3%, respectively. The positive impact of equity position growth of 6% was offset by a delay in proxy communications, which shifted a portion of those communications into the fiscal fourth quarter. Mutual fund/ETF position growth was 2%.
    - Data-driven fund solutions rose 8% and 7% respectively, driven by growth in our retirement and workplace products.
    - Issuer rose 10% and 10%, respectively, driven by growth in our registered shareholder solutions and disclosure solutions.
    - Customer communications rose 1% and 1%, respectively, driven by growth in digital communications, partially offset by a modest decline in print revenue.
- Event-driven revenues increased $57.1 million, or 38%, driven by higher mutual fund proxy, equity proxy contests and corporate action activity.
- Distribution revenues increased $115.5 million, or 9%, driven by the postage rate increase of approximately $84.7 million as well as higher event-driven mailings.
- Earnings before income taxes increased $101.0 million, or 27%, to $481.4 million, primarily from higher Recurring revenue and higher event-driven revenue. Operating expenses rose 5%, or $131.4 million, to $2,848.2 million primarily driven by higher distribution expenses. Pre-tax margins increased by 2.2% to 14.5% from 12.3% in the prior period.

Table of Contents

Global Technology and Operations

Revenues for the three months ended March 31, 2024 increased $36.6 million to $425.1 million from $388.5 million, and earnings before income taxes increased $5.6 million to $53.2 million from $47.6 million.

Revenues for the nine months ended March 31, 2024 increased $108.3 million to $1,233.0 million from $1,124.6 million, and earnings before income taxes decreased $5.7 million to $126.2 million from $131.9 million.

	Three Months Ended March 31,				Nine Months Ended March 31,			
			Change				Change	
	2024	2023	$	%	2024	2023	$	%
	($ in millions)				($ in millions)			
Revenues								
Recurring revenues	$ 425.1	$ 388.5	$ 36.6	9	$ 1,233.0	$ 1,124.6	$ 108.3	10
Earnings Before Income Taxes								
Earnings before income taxes	$ 53.2	$ 47.6	$ 5.6	12	$ 126.2	$ 131.9	$ (5.7)	(4)
Pre-tax Margin	12.5 %	12.3 %			10.2 %	11.7 %		

	Three Months Ended March 31, 2024				
	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	3pts	6pts	0pts	0pts	9 %

	Nine Months Ended March 31, 2024				
	Points of Growth				
	Net New Business	Internal Growth	Acquisitions	Foreign Exchange	Total
Recurring revenue Growth Drivers	5pts	4pts	0pts	1pt	10 %

For the three months ended March 31, 2024:

- Recurring revenues increased $36.6 million, or 9%, to $425.1 million. Recurring revenue growth constant currency (Non-GAAP) was 9%, all organic, driven by Internal Growth and Net New Business.

- By product line, Recurring revenue growth and the corresponding Recurring revenue growth constant currency (Non-GAAP) were as follows:
    - Capital Markets rose 8% and 8%, respectively, driven by Net New Business and Internal Growth. Internal Growth was driven primarily by software term license revenue and higher trading volumes.
    - Wealth and Investment Management rose 12% and 11%, respectively, driven primarily by Internal Growth from software term license revenue. Net New Business was flat as strong sales were offset by client losses.
- Earnings before income taxes increased $5.6 million. Pre-tax margins increased by 0.2 percentage points to 12.5% from 12.3% as higher revenues more than offset higher expenses, including an increase in amortization and depreciation expenses of $16.0 million.

For the nine months ended March 31, 2024:

- Recurring revenues increased $108.3 million, or 10%, to $1,233.0 million. Recurring revenue growth constant currency (Non-GAAP) was 9%, all organic, driven by Net New Business and Internal Growth.
- By product line, Recurring revenue growth and the corresponding Recurring revenue growth constant currency (Non-GAAP) were as follows:

- ◦ Capital Markets rose 10% and 9%, respectively, driven by Net New Business and Internal Growth, which benefited from higher trading volumes.
- ◦ Wealth and Investment Management rose 9% and 10%, respectively, driven primarily by Net New Business and Internal Growth.

- Earnings before income taxes decreased $5.7 million. Pre-tax margins decreased by 1.5 percentage points to 10.2% from 11.7% as higher revenues were more than offset by higher expenses, including an increase in amortization and depreciation expenses of $46.2 million.

Other

Loss before income taxes was $56.9 million for the three months ended March 31, 2024, an increase of $3.8 million compared to $53.1 million for the three months ended March 31, 2023.

- The increased loss before income taxes was primarily due to a Litigation Settlement Charge of $8.2 million partially offset by lower compensation and other selling, general and administrative expenses and the absence of Russia-Related Exit Costs of $1.5 million.

Loss before income taxes was $140.4 million for the nine months ended March 31, 2024, an increase of $5.5 million compared to $134.9 million for the nine months ended March 31, 2023.

- The increased loss before income taxes was primarily due to a Litigation Settlement Charge of $8.2 million, an increase in Interest expense, net of $5.5 million, partially offset by the absence of Russia-Related Exit Costs of $10.8 million.

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

The Company’s results in this Quarterly Report on Form 10-Q 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, Free cash flow and Recurring revenue growth constant currency. 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, and for internal planning and forecasting purposes. 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 are 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) Russia-Related Exit Costs, (iv) Litigation Settlement Charge, and (v) Restructuring and Other Related Costs. 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. 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. Litigation Settlement Charge represents the reserve established during the third quarter of 2024 related to the settlement of a claim. Refer to Note 15, “Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements” for further details. Restructuring and Other Related Costs represent costs associated with the Company’s Corporate Restructuring Initiative to exit and/or realign some of our businesses, streamline the Company’s management structure, reallocate work to lower cost locations, and reduce headcount in deprioritized areas. Refer to Note 10, “Payables and Accrued Expenses” for further details on the Company’s Corporate Restructuring Initiative.

We exclude Acquisition and Integration Costs, Russia-Related Exit Costs, Litigation Settlement Charge, and Restructuring and Other Related Costs 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 less Capital expenditures as well as Software purchases and capitalized internal use software.

Recurring Revenue Growth Constant Currency

As a multi-national company, we are subject to variability of our reported U.S. dollar results due to changes in foreign currency exchange rates. The exclusion of the impact of foreign currency exchange fluctuations from our Recurring revenue growth, or what we refer to as amounts expressed “on a constant currency basis,” is a Non-GAAP measure. We believe that excluding the impact of foreign currency exchange fluctuations from our Recurring revenue growth provides additional information that enables enhanced comparison to prior periods.

Changes in Recurring revenue growth expressed on a constant currency basis are presented excluding the impact of foreign currency exchange fluctuations. To present this information, current period results for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average exchange rates in effect during the corresponding period of the comparative year, rather than at the actual average exchange rates in effect during the current fiscal year.

Reconciliation of Non-GAAP measures to the most directly comparable GAAP measures (unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)		(in millions)	
Operating income (GAAP)	$ 302.9	$ 286.8	$ 575.7	$ 482.2
Adjustments:				
Amortization of Acquired Intangibles and Purchased Intellectual Property	50.6	53.3	151.4	162.8
Acquisition and Integration Costs	0.8	3.3	1.0	11.0
Russia-Related Exit Costs (a)	—	1.5	—	12.0
Litigation Settlement Charge	8.2	—	8.2	—
Restructuring and Other Related Costs (b)	7.0	—	7.0	—
Adjusted Operating income (Non-GAAP)	$ 369.5	$ 344.8	$ 743.3	$ 668.0
Operating income margin (GAAP)	17.5 %	17.4 %	12.6 %	11.4 %
Adjusted Operating income margin (Non-GAAP)	21.4 %	21.0 %	16.3 %	15.8 %

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)		(in millions)	
Net earnings (GAAP)	$ 213.7	$ 198.5	$ 374.9	$ 306.5
Adjustments:				
Amortization of Acquired Intangibles and Purchased Intellectual Property	50.6	53.3	151.4	162.8
Acquisition and Integration Costs	0.8	3.3	1.0	11.0
Russia-Related Exit Costs (a)	—	1.5	—	10.8
Litigation Settlement Charge	8.2	—	8.2	—
Restructuring and Other Related Costs (b)	7.0	—	7.0	—
Subtotal of adjustments	66.6	58.0	167.6	184.6
Tax impact of adjustments (c)	(13.5)	(12.0)	(36.5)	(38.4)
Adjusted Net earnings (Non-GAAP)	$ 266.8	$ 244.5	$ 506.0	$ 452.7

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
Diluted earnings per share (GAAP)	$ 1.79	$ 1.67	$ 3.14	$ 2.58
Adjustments:				
Amortization of Acquired Intangibles and Purchased Intellectual Property	0.42	0.45	1.27	1.37
Acquisition and Integration Costs	0.01	0.03	0.01	0.09
Russia-Related Exit Costs	—	0.01	—	0.09
Litigation Settlement Charge	0.07	—	0.07	—
Restructuring and Other Related Costs (b)	0.06	—	0.06	—
Subtotal of adjustments	0.56	0.49	1.41	1.55
Tax impact of adjustments (c)	(0.11)	(0.10)	(0.31)	(0.32)
Adjusted earnings per share (Non-GAAP)	$ 2.23	$ 2.05	$ 4.24	$ 3.81

Table of Contents

(a) Russia-Related Exit Costs were $1.5 million for the three months ended March 31, 2023. For the nine months ended March 31, 2023, Russia-Related Exit Costs were $10.8 million, comprised of $12.0 million of operating expenses, offset by a gain of $1.2 million in non-operating income.

(b) During the third quarter of fiscal year 2024, the Company exited a business resulting in a $7.0 million asset impairment charge in connection with the Corporate Restructuring Initiative.

(c) Calculated using the GAAP effective tax rate, adjusted to exclude $3.2 million and $9.5 million of excess tax benefits associated with stock-based compensation for the three and nine months ended March 31, 2024, respectively, and $0.3 million and $7.5 million of excess tax benefits associated with stock-based compensation for the three and nine months ended March 31, 2023, respectively. For purposes of calculating the Adjusted earnings per share, the same adjustments were made on a per share basis.

	Nine Months Ended March 31,	
	2024	**2023**
	(in millions)	
Net cash flows from operating activities (GAAP)	$ 335.2	$ 94.1
Capital expenditures and Software purchases and capitalized internal use software	(76.6)	(46.8)
Free cash flow (Non-GAAP)	$ 258.6	$ 47.3

	Three Months Ended March 31, 2024				
Investor Communication Solutions	**Regulatory**	**Data-Driven Fund Solutions**	**Issuer**	**Customer Communications**	**Total**
Recurring revenue growth (GAAP)	— %	4 %	3 %	1 %	1 %
Impact of foreign currency exchange	— %	— %	— %	— %	— %
Recurring revenue growth constant currency (Non-GAAP)	— %	4 %	3 %	1 %	1 %

Global Technology and Operations	Three Months Ended March 31, 2024		
	Capital Markets	Wealth and Investment Management	Total
Recurring revenue growth (GAAP)	8 %	12 %	9 %
Impact of foreign currency exchange	1 %	— %	— %
Recurring revenue growth constant currency (Non-GAAP)	8 %	11 %	9 %

Consolidated	Three Months Ended March 31, 2024
	Total
Recurring revenue growth (GAAP)	4 %
Impact of foreign currency exchange	— %
Recurring revenue growth constant currency (Non-GAAP)	4 %

Investor Communication Solutions	Nine Months Ended March 31, 2024				
	Regulatory	Data-Driven Fund Solutions	Issuer	Customer Communications	Total
Recurring revenue growth (GAAP)	3 %	8 %	10 %	1 %	4 %
Impact of foreign currency exchange	— %	(1 %)	— %	— %	— %
Recurring revenue growth constant currency (Non-GAAP)	3 %	7 %	10 %	1 %	4 %

Global Technology and Operations	Nine Months Ended March 31, 2024		
	Capital Markets	Wealth and Investment Management	Total
Recurring revenue growth (GAAP)	10 %	9 %	10 %
Impact of foreign currency exchange	(1 %)	— %	(1 %)
Recurring revenue growth constant currency (Non-GAAP)	9 %	10 %	9 %

Consolidated	Nine Months Ended March 31, 2024
	Total
Recurring revenue growth (GAAP)	6 %
Impact of foreign currency exchange	— %
Recurring revenue growth constant currency (Non-GAAP)	6 %

Financial Condition, Liquidity and Capital Resources

Cash and cash equivalents consisted of the following:

	March 31, 2024	June 30, 2023
	(in millions)	
Cash and cash equivalents:		
Domestic cash	$ 64.1	$ 46.1
Cash held by foreign subsidiaries	122.6	141.7
Cash held by regulated entities	48.9	64.5
Total cash and cash equivalents	$ 235.6	$ 252.3

At March 31, 2024, Cash and cash equivalents were $235.6 million and Total stockholders’ equity was $2,267.2 million. 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.

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.

Table of Contents

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 March 31, 2024	Carrying value at March 31, 2024	Carrying value at June 30, 2023	Unused Available Capacity	Fair Value at March 31, 2024
				(in millions)		
Current portion of long-term debt						
Fiscal 2021 Term Loans (a)	May 2024	$ —	$ —	$1,178.5	$ —	$ —
Total		$ —	$ —	$1,178.5	$ —	$ —
Long-term debt, excluding current portion						
Fiscal 2021 Revolving Credit Facility:						
U.S. dollar tranche	April 2026	$ 30.0	$ 30.0	$ —	$1,070.0	$ 30.0
Multicurrency tranche	April 2026	—	—	—	400.0	—
Total Revolving Credit Facility		$ 30.0	$ 30.0	$ —	$1,470.0	$ 30.0
Fiscal 2024 Amended Term Loan (a)	August 2026	$ 1,250.0	$1,247.3	$ —	$ —	$ 1,250.0
Fiscal 2016 Senior Notes	June 2026	$ 500.0	$ 498.5	$ 498.0	$ —	$ 480.7
Fiscal 2020 Senior Notes	December 2029	750.0	744.9	744.3	—	665.6
Fiscal 2021 Senior Notes	May 2031	1,000.0	993.2	992.5	—	842.6
Total Senior Notes		$ 2,250.0	$2,236.6	$2,234.7	$ —	$ 1,988.8
Total long-term debt		$ 3,530.0	$3,513.9	$2,234.7	$1,470.0	$ 3,268.8
Total debt		$ 3,530.0	$3,513.9	$3,413.3	$1,470.0	$ 3,268.8

(a) The Fiscal 2021 Term Loans were reclassified from Current portion of long-term debt to Long-term debt in the first quarter of fiscal year 2024 upon amendment of the loan, to reflect the remaining maturity of more than one year.

Future principal payments on our outstanding debt are as follows:

Years ending June 30,	**2024**	**2025**	**2026**	**2027**	**2028**	**Thereafter**	**Total**
(In millions)	$ —	$ —	$ 530.0	$1,250.0	$ —	$1,750.0	$3,530.0

The Company has a $1.5 billion five-year revolving credit facility (as amended on December 23, 2021 and May 23, 2023, 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, Swedish Kronor, and Yen initially bear interest at Adjusted Term SOFR, CDOR, EURIBOR, TIBOR and STIBOR, respectively, plus 1.100% per annum (subject to step-ups to 1.175% and step-downs to 0.805% based on public debt ratings) and revolving loans denominated in Sterling initially bears interest at SONIA plus 1.1326% 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 15.0 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). On May 23, 2023, we amended the interest rate index from LIBOR to Adjusted Term SOFR. All other terms remained unchanged.

In March 2021, the Company entered into a term credit agreement, (as amended on December 23, 2021 and May 23, 3023, “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 Loan was repaid in full in May 2021. The Tranche 2 Loan was to mature in May 2024. 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. On May 23, 2023, we amended the interest rate index from LIBOR to Adjusted Term SOFR. All other terms remained unchanged. Interest on the outstanding portion of the Fiscal 2021 Term Loans bore interest at Adjusted Term SOFR plus 1.000% per annum (subject to step-ups to Adjusted Term SOFR plus 1.250% or a step-down to Adjusted Term SOFR plus 0.750% based on ratings).

On August 17, 2023, the Company amended and restated the Term Credit Agreement (the “Amended and Restated Term Credit Agreement”), providing for term loan commitment in an aggregate principal amount of $1.3 billion, replacing the Tranche 2 Loan of the Fiscal 2021 Term Loans (the “Fiscal 2024 Amended Term Loan”). The Fiscal 2024 Amended Term Loan will mature in August 2026 on the third anniversary of the amended Funding Date of August 17, 2023. The Fiscal 2024 Amended Term Loan bears interest at Adjusted Term SOFR plus 1.250% per annum (subject to a step-up to Adjusted Term SOFR plus 1.375% or step-downs to Adjusted Term SOFR plus 1.125% and Adjusted Term SOFR plus 1.000%, in each case, 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 $1.0 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 2024 Amended Term Loan, 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.

Please refer to Note 11, “Borrowings” to our Condensed Consolidated Financial Statements in Item 1. of Part I of this Quarterly Report on Form 10-Q for a more detailed discussion.

Cash Flows

	Nine Months Ended March 31,		Change
	2024	2023	$
	(in millions)		
Net cash flows from operating activities	$ 335.2	$ 94.1	$ 241.1
Net cash flows from investing activities	(76.6)	(49.1)	(27.5)
Net cash flows from financing activities	(275.1)	63.3	(338.4)
Effect of exchange rate changes on Cash and cash equivalents	(0.2)	(1.4)	1.2
Net change in Cash and cash equivalents	$ (16.7)	$ 106.9	$ (123.6)
Free cash flow:			
Net cash flows from operating activities (GAAP)	$ 335.2	$ 94.1	$ 241.1
Capital expenditures and Software purchases and capitalized internal use software	(76.6)	(46.8)	(29.8)
Free cash flow (Non-GAAP)	$ 258.6	$ 47.3	$ 211.3

The increase in cash from operating activities of $241.1 million in the nine months ended March 31, 2024, as compared to the nine months ended March 31, 2023, was primarily due to a decrease in cash used for gross client-related platform implementation and development of $263.2 million included in the change in Other non-current assets, an increase in Net earnings of $68.4 million, and a decrease in cash payments related to accrued expenses and accounts payable of $58.7 million included in the change in Payables and accrued expenses. This was partially offset by a decrease in cash collections of advanced client billings of $87.7 million included in the change in Other non-current liabilities and an increase in cash payments for income taxes of $79.1 million, primarily related to the decrease in deductible client-related platform implementation and development spend, and the increase in pre-tax income relative to the prior year.

The decrease in cash from investing activities of $27.5 million in the nine months ended March 31, 2024, as compared to the nine months ended March 31, 2023, was primarily driven by higher capital expenditures of $18.2 million.

The decrease in cash from financing activities of $338.4 million in the nine months ended March 31, 2024, as compared to the nine months ended March 31, 2023, primarily reflects a decrease in net borrowings of $180.0 million and an increase in cash used for stock buybacks of $150.0 million.

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.

Contractual Obligations

Data Center Agreements

The Company is a party to an Amended and Restated IT Services Agreement with Kyndryl, Inc. (“Kyndryl”), an entity formed by IBM’s spin-off of its managed infrastructure services business, under which Kyndryl provides certain aspects of the Company’s information technology infrastructure, including supporting its mainframe, midrange, network and data center operations, as well as providing disaster recovery services. The Amended and Restated IT Services Agreement expires on June 30, 2027, however the Company may renew the agreement for up to one additional 12-month period. Fixed minimum commitments remaining under the Amended and Restated IT Services Agreement at March 31, 2024 are $91.6 million through June 30, 2027, the final year of the Amended and Restated IT Services Agreement.

The Company is a party to an information technology agreement for private cloud services (the “Private Cloud Agreement”) under which Kyndryl operates, manages and supports the Company’s private cloud global distributed platforms and products, and operates and manages certain Company networks. The Private Cloud Agreement expires on March 31, 2030. Fixed minimum commitments remaining under the Private Cloud Agreement at March 31, 2024 are $128.8 million through March 31, 2030, the final year of the contract.

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 minimum commitments remaining under the AWS Cloud Agreement at March 31, 2024 are $148.7 million through December 31, 2026.

Other

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 investments in this variable interest entity totaled $35.0 million as of March 31, 2024, which represents the carrying value of the Company's investments.

In addition, as of March 31, 2024, the Company has a future commitment to fund $0.6 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 March 31, 2024.

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 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 Condensed Consolidated Statements of Comprehensive Income and will remain in Accumulated other comprehensive income (loss) in the Condensed Consolidated Balance Sheets until the sale or complete liquidation of the underlying foreign subsidiary. At March 31, 2024, our position on the cross-currency swaps was an asset of $44.1 million, and is recorded as part of Other non-current assets on the Condensed 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 Condensed Consolidated Statements of Earnings.

In May 2021, we settled a forward treasury lock agreement that was designated as a cash flow hedge, for a pre-tax loss of $11.0 million, after which the final settlement loss is being 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, “New Accounting Pronouncements” to our Condensed Consolidated Financial Statements under Item 1. of Part I of this Quarterly Report on Form 10-Q, for a discussion on the impact of new accounting pronouncements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to the quantitative and qualitative disclosures about market risk previously disclosed in Item 7A. of our 2023 Annual Report.

Item 4. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2024. The Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures as of March 31, 2024 were effective.

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 three months ended March 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

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. For information concerning the Company’s legal proceedings, reference is made to Note 15, “Contractual Commitments, Contingencies and Off-Balance Sheet Arrangements” to the unaudited interim Condensed Consolidated Financial Statements included elsewhere in this Form 10-Q.

Item 1A. RISK FACTORS

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the “Risk Factors” disclosed under Item 1A. to Part I in our 2023 Annual Report. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There have been no material changes to the risk factors we have disclosed in the “Risk Factors” section of our 2023 Annual Report.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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 third fiscal quarter ended March 31, 2024:

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)
January 1, 2024 - January 31, 2024	36	$ 205.75	—	8,755,125
February 1, 2024 - February 29, 2024	673	198.61	—	8,755,125
March 1, 2024 - March 31, 2024	702	203.30	—	8,755,125
Total	1,411	$ 201.12	—	

(1) Represents shares purchased from employees to pay taxes related to the vesting of stock-based compensation awards.

(2) During the fiscal quarter ended March 31, 2024, the Company did not repurchase shares of common stock under its share repurchase program. At March 31, 2024, the Company had 8.8 million shares 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 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

The following exhibits are being filed as part of this Quarterly Report on Form 10-Q:

31.1	Certification of the Chief Executive Officer of Broadridge Financial Solutions, Inc., pursuant to Rule 13a-14 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 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. Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, formatted in eXtensible Business Reporting Language (XBRL): (i) condensed consolidated statements of earnings for the three and nine months ended March 31, 2024 and 2023, (ii) condensed consolidated statements of comprehensive income for the three and nine months ended March 31, 2024 and 2023, (iii) condensed consolidated balance sheets as of March 31, 2024 and June 30, 2023, (iv) condensed consolidated statements of cash flows for the nine months ended March 31, 2024 and 2023, (v) condensed consolidated statements of stockholders’ equity for the three and nine months ended March 31, 2024 and 2023, and (vi) the notes to the condensed consolidated financial statements. XBRL Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File (Formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned hereunto duly authorized.

	BROADRIDGE FINANCIAL SOLUTIONS, INC.
Date: May 8, 2024	By: /s/ Edmund L. Reese
	Edmund L. Reese
	Corporate Vice President and Chief Financial Officer
	(Principal Financial and Accounting Officer)