LPL Financial

Investor Presentation Q1 2017

April 27th, 2017



Notice to Investors: Safe Harbor Statement

Statements in this presentation regarding LPL Financial Holdings Inc.'s (the "Company") future financial and operating results, outlook, growth, prospects, business strategies, future market position, future operating environment, and goals, including forecasts and statements relating to the Company's expense and capital plans, target leverage ratio, opportunities for the deployment of cash, future efficiency gains, future investments and future expense growth, as well as any other statements that are not related to present facts or current conditions or that are not purely historical, constitute forward-looking statements. These forward-looking statements are based on the Company's historical performance and its plans, estimates, and expectations as of April 27, 2017. The words "anticipates", "believes", "expects", "may", "plans", "predicts", "will", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forwardlooking statements are not guarantees that the future results, plans, intentions, or expectations expressed or implied by the Company will be achieved. Matters subject to forward-looking statements involve known and unknown risks and uncertainties, including economic, legislative, regulatory, competitive, and other factors, which may cause actual financial or operating results, levels of activity, or the timing of events, to be materially different than those expressed or implied by forward-looking statements. Important factors that could cause or contribute to such differences include: changes in general economic and financial market conditions, including retail investor sentiment; fluctuations in the value of advisory and brokerage assets; fluctuations in levels of net new assets and the related impact on revenue; fluctuations in the number of retail investors served by the Company; effects of competition in the financial services industry and the success of the Company in attracting and retaining financial advisors and institutions; changes in the number of the Company's financial advisors and institutions, and their ability to market effectively financial products and services; changes in interest rates and fees payable by banks participating in the Company's cash sweep program, including the Company's success in negotiating agreements with current or additional counterparties; the Company's strategy in managing cash sweep program fees; changes in the growth and profitability of the Company's fee-based business; the effect of current, pending and future legislation, regulation and regulatory actions, including the U.S. Department of Labor's final rule ("DOL Rule") and disciplinary actions imposed by federal and state securities regulators and self-regulatory organizations; the costs of settling and remediating issues related to pending or future regulatory matters or legal proceedings; execution of the Company's capital management plans, including its compliance with the terms of its existing credit agreement and the indenture governing its senior notes; the price, the availability of shares, and trading volumes of the Company's common stock, which will affect the timing and size of future share repurchases by the Company; changes made to the Company's offerings and services in response to the current, pending and future legislation, regulation and regulatory actions, including the DOL Rule, and the effect that such changes may have on the Company's gross profit streams and costs; execution of the Company's plans and its success in realizing the expense savings and service improvements and efficiencies expected to result from its initiatives and programs, particularly its expense plans and technological initiatives; the Company's success in negotiating and developing commercial arrangements with third-party services providers: the performance of third-party service providers to which business processes are transitioned: the Company's ability to control operating risks, information technology systems risks, cybersecurity risks, and sourcing risks; and the other factors set forth in Part I, "Item 1A. Risk Factors" in the Company's 2016 Annual Report on Form 10-K, as may be amended or updated in the Company's Quarterly Reports on Form 10-Q or subsequent filings with the SEC. Except as required by law, the Company specifically disclaims any obligation to update any forward-looking statements as a result of developments occurring after April 27, 2017, even if its estimates change, and you should not rely on statements contained herein as representing the Company's views as of any date subsequent to April 27, 2017.

Notice to Investors: Non-GAAP Financial Measures

Management believes that presenting certain non-GAAP measures by excluding or including certain items can be helpful to investors and analysts who may wish to use some or all of this information to analyze the Company's current performance, prospects, and valuation. Management uses this non-GAAP information internally to evaluate operating performance and in formulating the budget for future periods. Management believes that the non-GAAP measures and metrics discussed below are appropriate for evaluating the performance of the Company.

Gross profit is calculated as net revenues, which were \$1,035 million for the three months ended March 31, 2017, less commission and advisory expenses and brokerage, clearing, and exchange fees, which were \$645 million and \$14 million, respectively, for the three months ended March 31, 2017. All other operating expense categories, including depreciation and amortization of fixed assets and amortization of intangible assets, are considered general and administrative in nature. Because the Company's gross profit amounts do not include any depreciation and amortization expense, the Company considers its gross profit amounts to be non-GAAP measures that may not be comparable to those of others in its industry. Management believes that gross profit amounts can be useful to investors because it shows the Company's core operating performance before indirect costs that are general and administrative in nature.

Core G&A consists of total operating expenses excluding the following expenses: commission and advisory, regulatory charges, promotional, employee share-based compensation, depreciation and amortization, amortization of intangible assets, and brokerage, clearing, and exchange. Management presents Core G&A because it believes Core G&A reflects the corporate operating expense categories over which management can generally exercise a measure of control, compared with expense items over which management either cannot exercise control, such as commission and advisory expenses, or which management views as promotional expense necessary to support advisor growth and retention including conferences and transition assistance. Core G&A is not a measure of the Company's total operating expenses as calculated in accordance with GAAP. For a reconciliation of Core G&A against the Company's total operating expenses, please see page 26 of this presentation. Prior to 2016, the Company calculated Core G&A as consisting of total operating expenses, excluding the items described above, as well as excluding other items that primarily consisted of acquisition and integration costs resulting from various acquisitions and organizational restructuring and conversion costs. Beginning with results reported for the quarter ended March 31, 2016, Core G&A was presented as including these items that were historically adjusted out, and for periods prior to March 31, 2016, reflects those items in employee share-based compensation and other historical adjustments for comparative purposes.

EBITDA is defined as net income plus interest expense, income tax expense, depreciation, and amortization. The Company presents EBITDA because management believes that it can be a useful financial metric in understanding the Company's earnings from operations. EBITDA is not a measure of the Company's financial performance under GAAP and should not be considered as an alternative to net income or any other performance measure derived in accordance with GAAP, or as an alternative to cash flows from operating activities as a measure of profitability or liquidity. For a reconciliation of EBITDA to net income, please see page 24 of this presentation. In addition, the Company's EBITDA can differ significantly from EBITDA calculated by other companies, depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate, and capital investments.

Credit Agreement EBITDA is defined in, and calculated by management in accordance with, the Company's credit agreement (the "Credit Agreement") as "Consolidated EBITDA," which is Consolidated Net Income (as defined in the Credit Agreement) plus interest expense, tax expense, depreciation and amortization and further adjusted to exclude certain non-cash charges and other adjustments, including unusual or non-recurring charges and gains. The Company presents Credit Agreement EBITDA because management believes that it can be a useful financial metric in understanding the Company's debt capacity and covenant compliance under its Credit Agreement. Credit Agreement EBITDA is not a measure of the Company's financial performance under GAAP and should not be considered as an alternative to net income or any other performance measure derived in accordance with GAAP, or as an alternative to cash flows from operating activities as a measure of profitability or liquidity. For a reconciliation of Credit Agreement EBITDA to net income, please see page 25 of this presentation. In addition, the Company's Credit Agreement EBITDA can differ significantly from adjusted EBITDA calculated by other companies, depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate, and capital investments.

About Us

LPL is a leader in the retail financial advice market, as one of the fastest growing registered investment advisor ("RIA") custodians and the nation's largest independent broker-dealer.⁽¹⁾

We provide integrated technology and services, comprehensive clearing and compliance services, practice management programs and training, and independent research.

Key Markets and Services

\$500B+ Retail Assets:

Brokerage: \$305B

• Corporate Advisory: \$134B

Hybrid Advisory: \$92B

14K+ advisors:

- Independent Advisors: 7,200+
- Hybrid RIA:
 4,900+ (420+ firms)
- Institutional Services: 2,100+ (700+ banks, credit unions, and clearing clients)

Q1 2017 Metrics

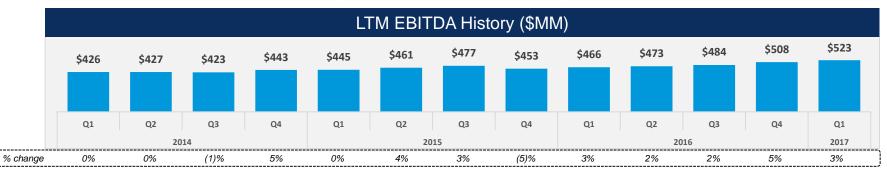
| Q1 Business Metrics | | LTM Financial Metrics | | | |
|---------------------|--------|-----------------------|--------|--|--|
| Assets: | \$530B | Average Assets: | \$508B | | |
| Advisors: | 14,354 | Gross Profit:(3) | \$1.4B | | |
| Accounts: | 4.6M | EBITDA: | \$523M | | |
| Employees: | 3,306 | EPS: | \$2.09 | | |

Ratings & Outlooks

Q1 Debt Metrics

Credit Agr. EBITDA: (2) \$573M S&P Rating: BBTotal Debt: \$2.2B S&P Outlook: Stable
Cost of Debt: 4.22% Moody's Rating: Ba3
Net Leverage Ratio: (2) 3.32x Moody's Outlook: Stable

Interest Coverage Ratio: 6.26



⁽¹⁾ Based on total revenues, Financial Planning magazine June 1996-2016

⁽²⁾ The Company calculates Credit Agreement EBITDA and its Net Leverage Ratio in accordance with its credit agreement. Please see the description of Credit Agreement EBITDA under "Notice to Investors – Non-GAAP Financial Measures' on page 3 of this presentation for additional information

⁽³⁾ Gross Profit and EBITDA are non-GAAP metrics. Please see the description of Gross Profit and EBITDA respectively under "Notice to Investors - Non-GAAP Financial Measures" on page 3 of this presentation for additional information

We are focused on growth and execution to create long-term shareholder value

Grow our Core Business

+ Leverage the strength of our markets and model

- Capitalize on secular trends
- · Expand leadership positions

+ Enhance advisor experience and capabilities

- · Deliver best-in-class service, compliance, and technology
- Expand advisory, custodial, research, and retail investor solutions

+ Drive organic asset and gross profit growth

- Increase advisor recruiting, productivity, and retention
- · Leverage scale to expand gross profit

+ Benefit from rising rates and markets

- · Capture cash sweep upside from rising rates
- · Grow assets as market levels rise

= Asset and gross profit growth

Execute with Excellence

+ Drive greater efficiency and productivity

- · Continuously improve over time
- Prioritize growth investments opportunities

+ Embed quality and innovation in our operations

- Create extraordinary service and technology outcomes
- · Ongoing improvements in our operations over time

+ Balance financial strength and flexibility

- Keep capital structure strong and flexible for changes to environment and strategic opportunities
- · Allocate capital to create long-term shareholder value

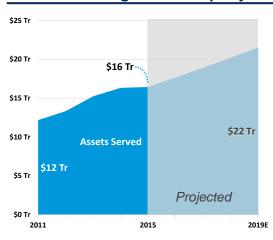
+ Increase investor understanding and confidence

- Expand and clarify key disclosures
- Deliver strong results

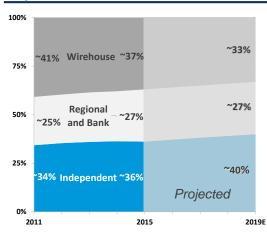
= Operating leverage and capital allocation

Our business is positioned for sustained growth

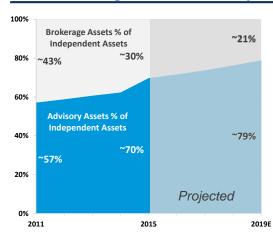
Assets served by financial advisors have grown ~8% per year



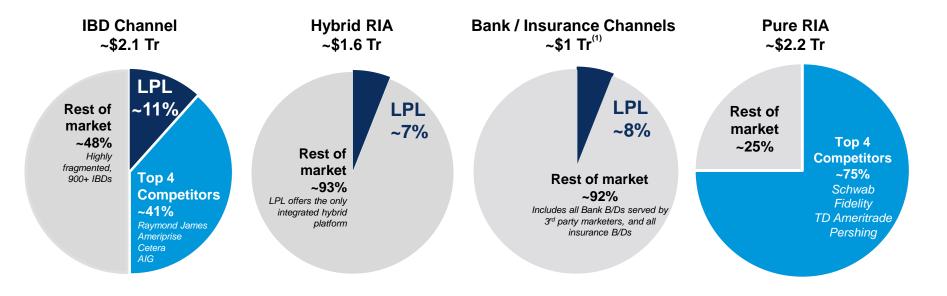
Independents continue to capture share from wirehouses



Independents continue to demonstrate growth in advisory



We have room to grow our leadership positions



5-year Historical Industry CAGR:

~7%

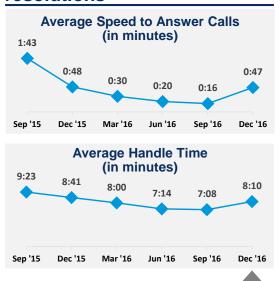
~11%

~7%

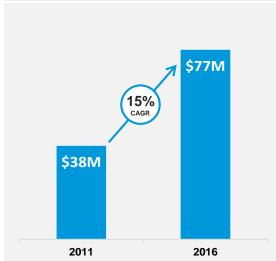
~10%

We continue to invest to deliver a best-in-class advisor experience

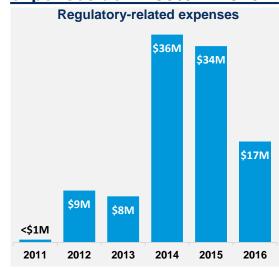
Service: faster responses and Technology: capex to drive resolutions



growth and efficiency



Risk & Compliance: regulatory expenses down 50% in 2016⁽¹⁾



Q4 seasonal increase from year-end trading and tax season

We are enhancing our strategic capabilities



Examples:

- Rolled out ClientWorks to all advisors
- Leveraging automation and data to further enhance service
- Helping advisors prepare for DOL rule implementation



- Expanding our advisory solutions:
 - Digital advice solution
 - Centrally managed platform functionality and pricing
 - Separately Managed Account functionality and pricing
- Innovating brokerage product offering:
 - Mutual Fund Only platform

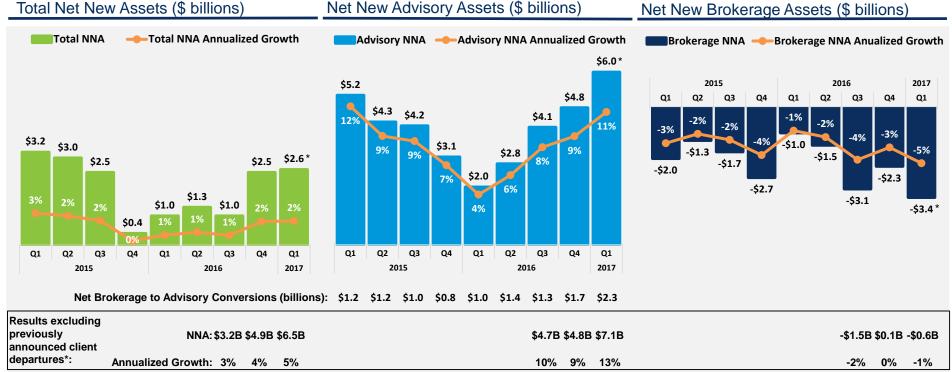


- Redesigning investor statements
- Upgrading our digital experience, including improvements to our investor portal

We benefit from market and organic growth

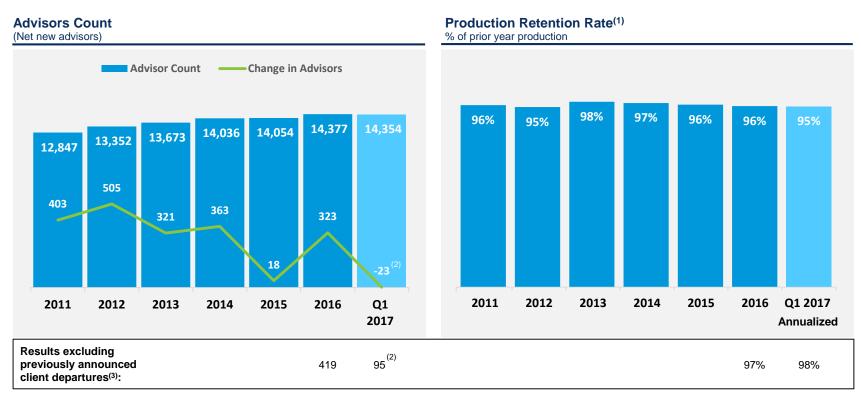


Our business is growing organically and shifting toward advisory



^{*}The Company announced anticipated client departures on both its Q3 2016 and Q4 2016 earnings calls. The cumulative impact in Q1 of all announced client departures was \$3.9B (\$1.1B of advisory assets and \$2.8B of brokerage assets). The impact of the departure of an institutional client that was announced on the Q3 2016 earnings call was \$2.2B of assets in Q3 (\$0.6B of advisory and \$1.6B of brokerage) and \$2.4B of assets in Q4 (all brokerage).

We have continued to attract advisors and maintain high retention



Note: (1) Reflects retention of commission and advisory revenues, calculated by deducting the prior year production of the annualized year-to-date attrition rate, over the prior year total production; (2) Results from Q1 2017 (three months); (3) The Company announced several anticipated client departures on its Q4 2016 earnings call. In Q1 2017, these departures totaled 118 advisors. The Company also announced an anticipated institutional client departure in September 2016, which totaled 96 advisors in Q3.

Client cash sweep balances position us for earnings growth as rates rise

Client cash sweep balances (billions)



Cash sweep product descriptions

Insured Cash Account (ICA)

- FDIC insured sweep deposits
- Available to brokerage, hybrid advisory, and corporate advisory taxable accounts
- Actively managed portfolio of ~30 bank contracts*
- Yield indexed primarily to FFER but also 1ML and 3ML, with a small portion fixed

Deposit Cash Account (DCA)

- Launched July 2016
- FDIC insured sweep deposits
- Available to corporate advisory retirement accounts
- Actively managed portfolio of ~25 bank contracts*
- Fee per account indexed to Fed Funds
 Target Range

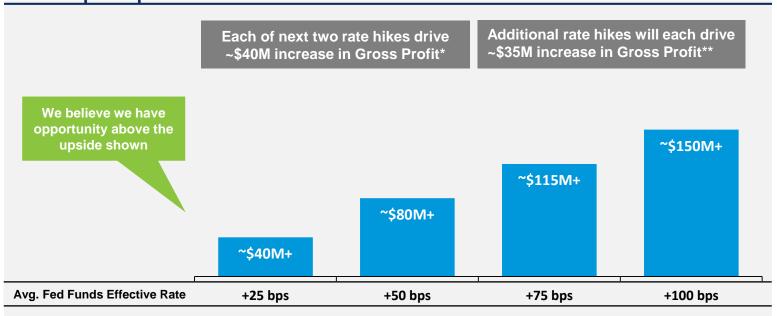
Money Market (MMK)

- · Third party money market funds
- Most balances in government funds following money market reform
- Yield determined by product manufacturers

[&]quot;The list of banks participating in the ICA and DCA programs is available on www.lpl.com/disclosures in the "LPL Financial FDIC-Insured Bank Deposit Programs" section
Note: With respect to the applicable cash sweep vehicle (Insured Cash Account, Deposit Cash Account and/or Money Market Account), the yield reflects the average fee yield over the period, as calculated by dividing total fee revenue received from such vehicle by the average end of day balance level during the quarter in such vehicle

We have significant cash sweep upside as interest rates rise

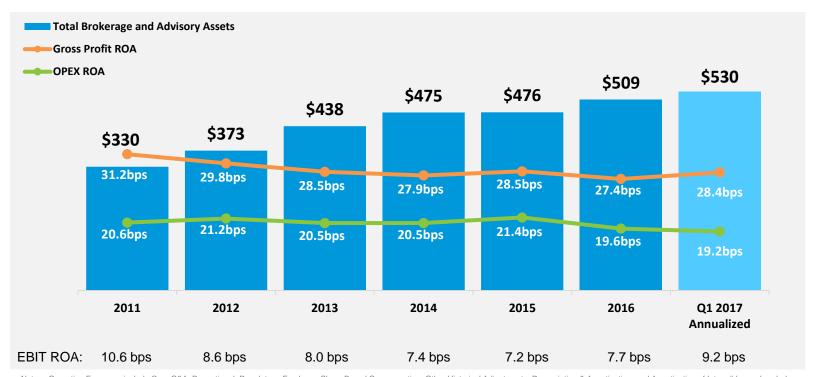
Annual upside potential



Note: This does not include the impact of rising interest rates on our interest expense. We have ~\$1.7B of variable rate debt. Each 25 bps increase in short-term rates will increase our annual interest expense by ~\$4M. *Assumes 50% upside from rising rates on ~\$30B in total cash sweep balances.

^{**}Assumes 50% upside from rising rates on ~\$26B in total cash sweep balances. This excluded ~\$4B in money market account balances which are assumed to have achieved max yield in two rate hikes. Money Market Account Cash Balances represents advisors' clients' account balances in money market fund providers at the end of the reporting period. These assets are included in Total Brokerage and Advisory Assets.

We are focused on generating operating leverage



Notes: Operating Expenses include Core G&A, Promotional, Regulatory, Employee Share Based Compensation, Other Historical Adjustments, Depreciation & Amortization, and Amortization of Intangibles and exclude Commissions and Advisory Expense and Brokerage, Clearing and Exchange Expense; Gross Profit and Operating Expense percent is calculated as our annual Gross Profit and Operating Expense divided by year-end Total 15 Brokerage and Advisory Assets. Please see descriptions of Gross Profit and Core G&A on page 3 for additional information.

We are executing with greater cost discipline and efficiency

Lower near-term expense trajectory

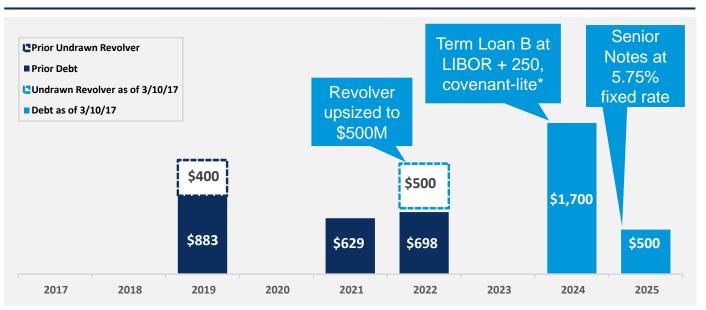


Driving greater cost discipline

- Focusing investments on the priorities that drive the greatest long-term value
- Building productivity and efficiency into our everyday work and budgeting process
- Increasing oversight and reviews of previous investments
- Maintaining the tactical ability to adjust as the environment evolves

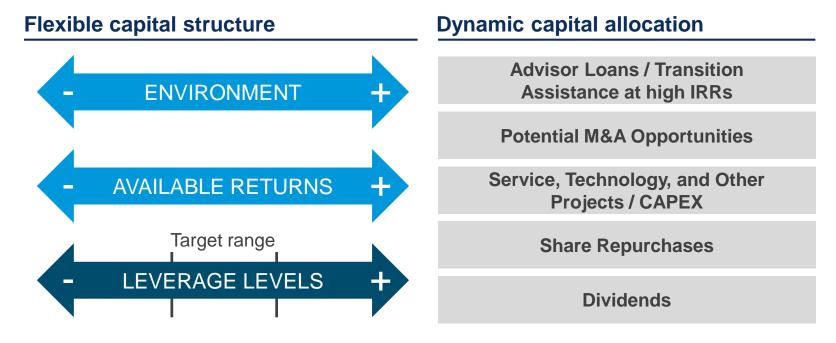
Our updated capital structure positions us well to fund growth

Debt Maturities - Prior to vs. As of March 10, 2017 (\$B)

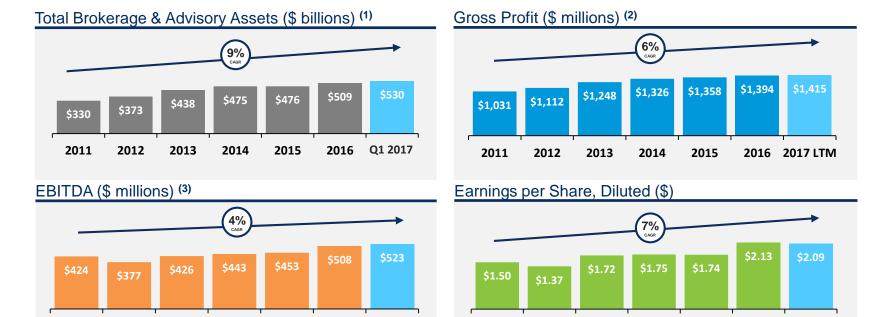


^{*}The Company no longer has financial maintenance covenants on its Term Loan B as of March 10, 2017.

We balance flexible capital structure with dynamic allocation



We are combining business growth, operating leverage, and capital management to drive EBITDA and EPS over time



2016 2017 LTM

2016 2017 LTM

⁽¹⁾ Total Brokerage and Advisory Assets are comprised of assets that are custodied, networked, and non-networked, and reflect market movement in addition to new assets, inclusive of new business development and net of attrition

²⁾ Gross Profit is a non-GAAP measure. Please see a description of Gross Profit under "Notice to Investors - Non-GAAP Financial Measures" on page 3 of this presentation for additional information

3) EBITDA is a non-GAAP measure. Please see a description of EBITDA under "Notice to Investors - Non-GAAP Financial Measures" on page 3 of this presentation for additional information

Summary LPL investment thesis

Summary

Attractive secular industry trends

Established market leader with scale

Stable and recurring revenue and cash flow

Positively levered to rising markets and interest rates

Capital light business model

Experienced management team focused on driving growth and efficiency

Opportunities

Rising interest rates and markets

Mix shift toward advisory

Industry consolidation

Risks

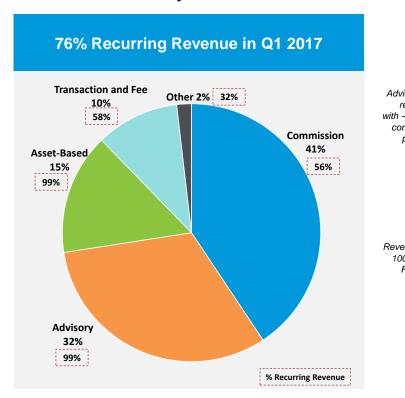
Lower interest rates and markets

Accelerated pricing pressure

Regulatory environment

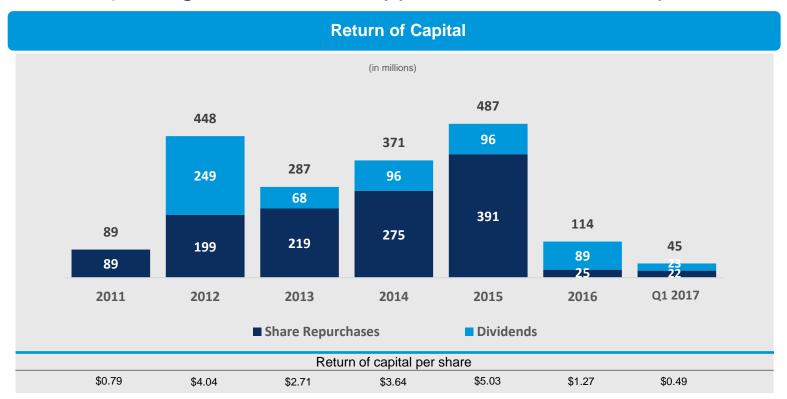
APPENDIX

Our diversified and recurring revenue streams support EBITDA consistency



| | | | For Q1 2017 | | | |
|--|---|--|----------------------------|---------------------------|----------------|--|
| Sources of Revenue | | Primary Drivers | Net Revenues (millions) | % of Total Net Revenue | % Recurring | |
| Advisor-driven revenue with ~85%- 90% commission | Commission | Sales Transactions Brokerage asset levels | \$421 | 41% | 56% | |
| payout | Advisory | Corporate advisory asset levels | 330 | 32% | 99% | |
| Revenue retained 100% by LPL Financial Review Color of the following to t | Cash balancesInterest ratesNumber of accountsClient asset levels | 157 | 15% | 99% | | |
| | Trades Client (Investor) Accounts Advisor Seat and | Client activity Number of clients Number of advisors Number of accounts Premium technology subscribers | 108 | 10% | 58% | |
| | Other | Margin accounts Alternative investment transactions | 19 | 2% | 32% | |
| | Total | | \$1,035 | 100% | 76% | |

LPL's capital-light model has supported shareholder capital returns



Note: 2012 includes a special dividend of \$223 million

Reconciliation of Net Income to EBITDA

EBITDA is a non-GAAP measure. Please see a description of EBITDA under "Non-GAAP Financial Measures" on page 3 of this presentation for additional information.

Set forth below is a reconciliation from the Company's net income to EBITDA for the periods presented:

| \$ in millions | Q1 2017 | 2016 | 2015 | 2014 | 2013 | 2012 | 2011 |
|-----------------------------------|---------|-------|-------|-------|-------|-------|-------|
| NET INCOME | \$48 | \$192 | \$169 | \$178 | \$182 | \$152 | \$170 |
| Non-operating interest expense | 25 | 96 | 59 | 52 | 51 | 55 | 69 |
| Provision for Income Taxes | 27 | 106 | 114 | 117 | 109 | 99 | 112 |
| Depreciation and amortization | 21 | 76 | 73 | 58 | 44 | 32 | 34 |
| Amortization of intangible assets | 9 | 38 | 38 | 39 | 39 | 40 | 39 |
| Loss on Extinguishment of debt | 21 | - | - | - | - | - | - |
| EBITDA | \$152 | \$508 | \$453 | \$443 | \$426 | \$377 | \$424 |

Reconciliation of Net Income to Credit Agreement EBITDA

Credit Agreement EBITDA is a non-GAAP financial measure. Please see a description of Credit Agreement EBITDA under "Non-GAAP Financial Measures" on page 3 of this presentation for additional information.

Set forth below is a reconciliation from the Company's net income to Credit Agreement EBITDA for the three months ended March 31, 2017:

| \$ in millions | Q1 2017 |
|-----------------------------------|---------|
| NET INCOME | \$48 |
| Non-operating interest expense | 25 |
| Provision for Income Taxes | 27 |
| Depreciation and amortization | 21 |
| Amortization of intangible assets | 9 |
| Loss on Extinguishment of debt | 21 |
| EBITDA | \$152 |
| Credit Agreement Adjustments | 13 |
| Credit Agreement EBITDA | \$165 |

Credit Agreement Adjustments include:

- (1) Employee share-based compensation expense, which represents share-based compensation for equity awards granted to employees, officers, and directors. Such awards are measured based on the grant-date fair value and recognized over the requisite service period of the individual awards, which generally equals the vesting period
- (2) Advisor share-based compensation expense, which represents share-based compensation for equity awards granted to advisors and financial institutions based on the fair value of the awards at each reporting period
- (3) Other, which represents items that are adjustable in accordance with the Credit Agreement to calculate Credit Agreement EBITDA, including employee severance costs, employee signing costs, employee retention or completion bonuses, and other non-recurring costs

Note: Under the Credit Agreement, management calculates Credit Agreement EBITDA for a four-quarter period at the end of each fiscal quarter, and in so doing may make further adjustments to prior quarters.

Reconciliation of Core G&A to OPEX

Core G&A is a non-GAAP measure. Please see a description of Core G&A under "Non-GAAP Financial Measures" on page 3 of this release for additional information.

Below is a reconciliation of Core G&A against the Company's total operating expenses for the periods presented:

| \$ in millions | Q1 2017 | 2016 | 2015 | 2014 | 2013 | 2012 | 2011 |
|-----------------------------------|---------|---------|---------|---------|---------|---------|---------|
| Core G&A | \$177 | \$700 | \$695 | \$648 | \$615 | \$542 | \$490 |
| Regulatory charges | 5 | 17 | 34 | 36 | 8 | 9 | - |
| Promotional | 37 | 149 | 139 | 125 | 111 | 107 | 83 |
| Employee share-based compensation | 5 | 20 | 23 | 21 | 15 | 17 | 15 |
| Other historical adjustments | - | - | 13 | 48 | 64 | 43 | 20 |
| Total G&A | 224 | 886 | 904 | 879 | 813 | 719 | 607 |
| Commissions and advisory | 645 | 2,601 | 2,865 | 2,999 | 2,848 | 2,510 | 2,410 |
| Depreciation & amortization | 21 | 76 | 73 | 58 | 44 | 32 | 34 |
| Amortization of intangible assets | 9 | 38 | 38 | 39 | 39 | 40 | 39 |
| Brokerage, clearing and exchange | 14 | 55 | 53 | 49 | 45 | 39 | 38 |
| Total operating expense | \$914 | \$3,655 | \$3,933 | \$4,023 | \$3,790 | \$3,339 | \$3,128 |