

LPL FINANCIAL HOLDINGS INC.

Recoupment Policy

This policy covers annual cash bonuses, performance-based compensation and time-based equity and equity-based awards paid to officers of LPL Financial Holdings Inc. (the “Company”) holding the title of Managing Director or above who participate in the Company’s corporate short-term and long-term incentive compensation programs (the “Covered Participants”).

In the event of a restatement of the Company’s financial statements due to material non-compliance with financial reporting requirements under the securities laws, the Compensation and Human Resources Committee of the Board of Directors (the “Compensation Committee”) shall review the annual cash bonuses, performance-based compensation and time-based equity and equity-based awards awarded or paid to Covered Participants during the three-year period preceding the announcement by the Company of its obligation to restate its financial statements. If the amount of the annual cash bonuses or performance-based compensation would have been lower had the level of achievement of applicable financial performance goals been calculated based on such restated financial results, the Compensation Committee may, in all appropriate cases, seek reimbursement from any Covered Participant of the amount of the excess compensation awarded or paid to such Covered Participant. In addition, if a Covered Participant knowingly engaged in misconduct that was a material factor in the Company’s obligation to restate its financial statements, the Company will have the right to seek recoupment of the proceeds from the sale of shares issued upon exercise of stock options or upon vesting and settlement of restricted stock units occurring during the three-year period preceding the announcement by the Company of its obligation to restate its financial statements, in an amount determined appropriate by the Compensation Committee under the circumstances.

Administration and enforcement of this Recoupment Policy is delegated to the Compensation Committee. The Compensation Committee has sole discretion in accordance with this Recoupment Policy to determine whether, and from whom, to seek recovery, as well as the amount, form and timing of any recovery, which may include, among other forms of recovery, repayment and an adjustment to future cash bonuses, performance-based compensation, and equity and equity-based awards. The remedies under this Recoupment Policy are in addition to, and not in lieu of, any legal and equitable claims the Company may have or any actions imposed by law enforcement agencies, regulators or other authorities. This Recoupment Policy is effective for cash bonus opportunities and performance-based compensation awards made on or after January 1, 2014 and equity and equity-based awards granted on or after January 1, 2014.

Once final rules are released regarding clawback requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Company intends to review this Recoupment Policy and its incentive compensation programs and, if necessary, amend them to comply with the new mandates.