

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

LPL Financial Holdings Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

2023 ANNUAL MEETING OF STOCKHOLDERS

Notice and Proxy Statement



LPL Financial

Member FINRA/SIPC



March 30, 2023

Dear Fellow Stockholders:

It is my pleasure to invite you to attend the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of LPL Financial Holdings Inc. The meeting will be held on Thursday, May 11, 2023, at 8:00 a.m., local time, at our offices located at 1055 LPL Way, Fort Mill, South Carolina 29715. Holders of record of our common stock as of March 13, 2023 are entitled to notice of and to vote at the Annual Meeting. The Notice of Annual Meeting of Stockholders and the proxy statement that follow describe the business to be conducted at the meeting.

Consistent with our focus on sustainability, we are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders through the internet. We believe this approach allows us to reduce the environmental impact of the Annual Meeting while expediting your receipt of these materials and lowering our costs of delivery. If you would like us to send you printed copies of our proxy statement and accompanying materials, we will be happy to do so upon your request at no charge. For more information, please refer to the Notice Regarding the Availability of Proxy Materials that we mailed to holders of record on or about March 30, 2023.

YOUR VOTE IS VERY IMPORTANT. PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING.

You are welcome to attend the Annual Meeting. However, even if you plan to attend, please vote your shares promptly to ensure they are represented at the meeting in the event you later decide not to attend in person. You may submit your proxy through the internet or by telephone, as described in the following materials, or if you request printed copies of these materials, by completing and signing the proxy card and returning it in the envelope provided. If you decide to attend the Annual Meeting and wish to change your proxy, you may do so automatically by voting at the meeting.

We ask you to RSVP if you intend to attend the annual meeting. Please refer to page 2 of the accompanying proxy statement for further information concerning attendance.

On behalf of the Board of Directors, I thank you for your continued support of LPL Financial Holdings Inc.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. S. Putnam', written in a cursive style.

James S. Putnam
Chair



Notice of Annual Meeting of Stockholders

Time and Date	8:00 a.m., local time, on Thursday, May 11, 2023
Items of Business	<ol style="list-style-type: none">(1) Elect the ten nominees named in the proxy statement to the Board of Directors of LPL Financial Holdings Inc. (the "Company");(2) Ratify the appointment of Deloitte & Touche LLP by the Audit and Risk Committee of the Board of Directors as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023;(3) Approve, in an advisory vote, the compensation paid to the Company's named executive officers;(4) Approve, in an advisory vote, the frequency of future advisory votes on the compensation paid to the Company's named executive officers; and(5) Consider and act upon any other business properly coming before the 2023 annual meeting of stockholders (the "Annual Meeting") and at any adjournment or postponement thereof.
Location	LPL Financial Holdings Inc. 1055 LPL Way Fort Mill, South Carolina 29715
Record Date	Stockholders of record as of 5:00 p.m., Eastern Time, on March 13, 2023 (the "Record Date") will be entitled to vote at the Annual Meeting and any postponements or adjournments thereof.

Information relating to the matters to be considered and voted on at the Annual Meeting is set forth in the proxy statement accompanying this Notice.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SUBMIT YOUR PROXY BY FOLLOWING THE INSTRUCTIONS SET FORTH IN THE FOLLOWING MATERIALS. YOU MAY VOTE YOUR SHARES AND SUBMIT A PROXY THROUGH THE INTERNET OR BY TELEPHONE AS DESCRIBED HEREIN OR, IF YOU REQUESTED PRINTED COPIES OF THESE MATERIALS, BY SIGNING AND RETURNING A PROXY CARD.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'G. Woods', with a long horizontal flourish extending to the right.

Gregory M. Woods
Secretary

Boston, Massachusetts
March 30, 2023

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 11, 2023: THE PROXY STATEMENT, THE PROXY CARD AND LPL FINANCIAL HOLDINGS INC.'S 2022 ANNUAL REPORT ON FORM 10-K ARE AVAILABLE AT WWW.LPL.COM. ADDITIONALLY, IN ACCORDANCE WITH SECURITIES AND EXCHANGE COMMISSION RULES, YOU MAY ACCESS THESE MATERIALS ON THE WEBSITE INDICATED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS.

Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2023 Annual Meeting of Stockholders

Time and Date	8:00 a.m., local time, on Thursday, May 11, 2023
Location	LPL Financial Holdings Inc. 1055 LPL Way Fort Mill, South Carolina 29715
Record Date	5:00 p.m., Eastern Time, on March 13, 2023
Voting	Stockholders as of the Record Date are entitled to one vote per share on each matter to be voted upon at the Annual Meeting.
Entry	We invite all stockholders to attend the Annual Meeting. If you attend the Annual Meeting, you will be required to present valid picture identification, such as a driver's license or passport. If your shares are held in "street name," you will also need to bring a brokerage account statement or letter from your broker, bank or other intermediary reflecting stock ownership as of the Record Date in order to be admitted to the Annual Meeting.

Voting Proposals

Proposal	Board Recommendation	Page Reference
Proposal 1: Election of Directors	FOR all nominees	7
Proposal 2: Ratification of the Appointment of Deloitte & Touche LLP by the Audit and Risk Committee of the Board of Directors as Our Independent Registered Public Accounting Firm	FOR	73
Proposal 3: Approval, in an Advisory Vote, of the Compensation Paid to Our Named Executive Officers	FOR	76
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LPL FINANCIAL HOLDINGS INC.
Proxy Statement
2023 Annual Meeting of Stockholders
General Information

Introduction

This proxy statement and the accompanying Notice of Annual Meeting of Stockholders are being furnished to the holders of common stock, \$0.001 par value per share (the “Common Stock”), of LPL Financial Holdings Inc., a Delaware corporation (the “Company,” “we” or “our”), in connection with the Company’s 2023 annual meeting of stockholders (the “Annual Meeting”).

As a stockholder of the Company as of 5:00 p.m. Eastern Time on March 13, 2023 (the “Record Date”), you are entitled and requested to vote on the items of business described in this proxy statement.

The Annual Meeting will be held on Thursday, May 11, 2023 at the offices of the Company, 1055 LPL Way, Fort Mill, South Carolina 29715 at 8:00 a.m., local time.

We invite all stockholders to attend the Annual Meeting. Please see “Attending the Annual Meeting” below for instructions if you plan to attend.

Notice of Internet Availability of Proxy Statement and Annual Report

As permitted by the Securities and Exchange Commission (the “SEC”), we are making this proxy statement, the accompanying proxy card and our 2022 annual report on Form 10-K (the “Annual Report”) available to our stockholders electronically through the internet in lieu of mailing printed copies to each record holder of Common Stock as of the Record Date. You will not receive a printed copy of our proxy materials unless you request one, which we will deliver free of charge. On or about March 30, 2023, a Notice Regarding the Availability of Proxy Materials (the “Notice”) was mailed to stockholders of record as of the Record Date. The Notice instructs you as to how to access and review through the internet all of the important information contained in these proxy materials or request a printed copy. The Notice also instructs you as to how you may vote your proxy.

The Notice, this proxy statement, the Annual Report and the proxy card are also available through the internet at www.proxyvote.com. You will need your 16-digit control number located on the Notice or your proxy card in order to access the materials. The website does not use “cookies” to track or identify visitors to the website.

Record Date, Shares Outstanding and Quorum

Stockholders of record as of the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, there were 78,626,076 outstanding shares of Common Stock.

A list of stockholders of record as of the Record Date will be available at the Annual Meeting. In addition, you may contact our corporate secretary at LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715, to make arrangements to review a copy of the stockholder list at our offices, for any purpose germane to the Annual Meeting, between the hours of 9:00 a.m. and 5:00 p.m., local time, on any business day from May 1, 2023 up to the time of the Annual Meeting.

A quorum at the Annual Meeting will consist of the presence, in person or by proxy, of a majority of shares of Common Stock outstanding and entitled to vote at the Annual Meeting. Both abstentions and broker non-votes will be counted as present in determining the presence of a quorum. A “broker non-vote” is a proxy from a broker or other nominee indicating that such person has not received instructions from the beneficial owner on a particular matter with respect to which the broker or other nominee does not have discretionary voting power. Brokers have the discretion to vote their clients’ proxies only on routine matters. At the Annual Meeting, only the ratification of our auditors is a routine matter. Each share of Common Stock is entitled to one vote.

Attending the Annual Meeting

We invite all stockholders as of the Record Date to attend the Annual Meeting. If you are a record holder of our Common Stock, which means that your shares are represented by ledger entries in your own name directly registered with our transfer agent, Computershare Shareowner Services, please bring valid picture identification with you to the Annual Meeting to allow us to verify your ownership. If your Common Stock is held in “street name,” which means that the shares are held for your benefit in the name of a broker, bank or other intermediary, please also bring a brokerage account statement or letter from your broker, bank or other intermediary reflecting stock ownership in order to be admitted to the Annual

Meeting. Please note that if you hold your Common Stock in street name, you may not vote your shares in person unless you obtain a legal proxy from your broker giving you the right to vote the shares at the Annual Meeting.


If you plan to attend the Annual Meeting, please be sure to RSVP via email to annualmeeting@lplfinancial.com. Please include your name and phone number in your email. A confirmation, including driving directions and additional meeting information, will be emailed to registered participants.


Items of Business to be Voted upon at the Annual Meeting


- To elect each of the ten nominees named in this proxy statement to the Board of Directors of the Company (the “Board of Directors” or the “Board”) for a term to end at our annual meeting of stockholders in 2024;
- To ratify the appointment of Deloitte & Touche LLP by the audit and risk committee of the Board of Directors (the “Audit and Risk Committee”) as our independent registered public accounting firm for the fiscal year ending December 31, 2023;
- To approve, in an advisory vote, the compensation paid to the Company’s named executive officers;
- To approve, in an advisory vote, the frequency of future advisory votes on the compensation paid to the Company’s named executive officers; and
- To consider and act upon any other business properly coming before the Annual Meeting and at any adjournment or postponement thereof.


Manner of Voting

If you are a holder of record of our Common Stock as of the Record Date, you may vote in one of the following ways:

 **By Internet:** by following the internet voting instructions included in the proxy card and Notice at any time up until 11:59 p.m., Eastern Time, on May 10, 2023.

 **By Telephone:** by following the telephone voting instructions included in the proxy card and Notice at any time up until 11:59 p.m., Eastern Time, on May 10, 2023.

 **By Mail:** by marking, dating and signing your printed proxy card (if received by mail) in accordance with the instructions on it and returning it by mail in the pre-addressed reply envelope provided with the proxy materials for receipt prior to the Annual Meeting.

 **In Person:** by voting your shares in person at the Annual Meeting (if you satisfy the admission requirements, as described above). Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by internet, telephone or mail so that your vote will be counted in the event you later decide not to attend the Annual Meeting.

If your shares are held in street name through a broker, bank or other intermediary, your broker, bank or other intermediary should give you instructions for voting your shares. In these cases, you may vote by internet, telephone or mail as instructed by your broker, bank or other intermediary.

Shares of Common Stock represented by properly executed proxy cards received by the Company in time for the meeting will be voted in accordance with the instructions specified in the proxies. If you submit a proxy but do not indicate any voting instructions, your shares will be voted **"FOR"** the election of each director nominee named in this proxy statement; **"FOR"** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm; **"FOR"** the approval, in an advisory vote, of the compensation paid to the Company's named executive officers; and **"1 YEAR"** for the advisory vote on the frequency of future advisory votes on the compensation paid to the Company's named executive officers.

Our management and Board of Directors know of no other matters to be brought before the Annual Meeting. If other matters are properly presented to the stockholders for action at the Annual Meeting or any adjournments or postponements thereof, it is the intention of the proxy holders named in the proxy card to vote in their discretion on all matters on which the shares of Common Stock represented by such proxy are entitled to vote.

Voting Requirements

Proposal One—Election of Directors

Our bylaws provide that a nominee for director will be elected if the number of votes properly cast “for” such nominee’s election exceeds the number of votes properly cast “against” such nominee’s election; however, if the number of persons properly nominated for election to the Board of Directors exceeds the number of directors to be elected, the directors will be elected by the plurality of the votes properly cast. A vote to abstain or a broker non-vote will have no direct effect on the outcome of the election of directors.

Proposal Two—Ratification of Appointment of Deloitte & Touche LLP

The proposal to ratify the appointment of Deloitte & Touche LLP will be determined by a majority of the votes cast on the matter affirmatively or negatively in person or by proxy at the Annual Meeting. A vote to abstain or a broker non-vote will have no direct effect on the outcome of the proposal.

Proposal Three—Approval, in an Advisory Vote, of the Compensation Paid to the Company’s Named Executive Officers

Because the proposal to approve, on an advisory basis, the compensation awarded to named executive officers for the fiscal year ended December 31, 2022 is a non-binding, advisory vote, there is no required vote that would constitute approval. Although the vote is advisory and non-binding in nature, the compensation and human resources committee (the “Compensation Committee”) will consider the outcome of the vote when considering future named executive officer compensation arrangements. A vote to abstain or a broker non-vote will have no direct effect on the outcome of the proposal.

Proposal Four—Approval, in an Advisory Vote, of the Frequency of Future Advisory Votes on Compensation Paid to the Company’s Named Executive Officers

Because the proposal to approve, on an advisory basis, the frequency of future advisory votes on the compensation awarded to named executive officers is a non-binding, advisory vote, there is no required vote that would constitute approval. Although the vote is advisory and non-binding in nature, our Compensation Committee will take into account the outcome of the vote when determining the frequency of future advisory votes on executive compensation. A vote to abstain or a broker non-vote will have no direct effect on the outcome of the proposal.

Revocation of Proxies

If you submit a proxy, you are entitled to revoke your proxy at any time before it is exercised in one of the following ways:

- by attending and voting during the Annual Meeting;
- by submitting a duly executed proxy bearing a later date; or
- by sending written notice of revocation to our corporate secretary at LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715.

A stockholder of record as of the Record Date who voted through the internet or by telephone may also change his or her vote with a timely and valid later internet or telephone vote, as the case may be. Any stockholder of record as of the Record Date attending the Annual Meeting may vote during the meeting whether or not a proxy has previously been given, but a stockholder's attendance at the Annual Meeting (without further action) will not constitute revocation of a previously given proxy. If you hold your shares in street name and would like to change your voting instructions, please follow the instructions provided to you by your broker, bank or other intermediary.

Solicitation of Proxies

The Board of Directors of LPL Financial Holdings Inc. is soliciting proxies. Copies of proxy materials and the Annual Report will be supplied to brokers, dealers, banks and voting trustees, or their nominees, for the purpose of soliciting proxies from beneficial owners, and we will reimburse such record holders for their reasonable expenses. Stockholders who elect to vote through the internet or by telephone may incur costs such as telecommunication and internet access charges for which the stockholder is solely responsible. The Company will otherwise pay the expenses of solicitation of proxies. The telephone and internet voting facilities for stockholders of record will close at 11:59 p.m., Eastern Time, on May 10, 2023.

Householding

Only one copy of the Notice is being delivered to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. We will undertake to deliver

promptly, upon written or oral request, a separate copy of the Notice, or copies of the proxy statement and/or Annual Report, to a stockholder at a shared address to which a single copy of the Notice was delivered. You may make a written or oral request by sending a written notification to our corporate secretary at LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715, or by calling our offices at (704) 733-3300, and providing your name, your shared address and the address to which we should direct the copies of the proxy statement and Annual Report. Multiple stockholders sharing an address who have received one copy of the Notice and would prefer us to mail each stockholder a separate copy of future mailings should contact us at the address or telephone number above. Additionally, if current stockholders with a shared address received multiple copies of the Notice and would prefer us to mail one copy of future mailings to stockholders at the shared address, please notify us at the address or telephone number above.

General Information About Corporate Governance and the Board of Directors

We believe that good corporate governance is important to ensure that we are managed for the long-term benefit of our stakeholders. In support of that philosophy, we have adopted many leading corporate governance practices, including those summarized below and elsewhere in this proxy statement.

BOARD PRACTICES

Independence	A majority of our directors must be independent. All of our director nominees other than our chief executive officer are independent, and all of the Board committees are composed exclusively of independent directors.
Non-executive Chair	We currently separate the offices of chair of the Board and chief executive officer of the Company. The current chair of our Board, James S. Putnam, is an independent director.
Director Diversity	Our goal is a balanced and diverse Board, with members who bring a diversity of skills, expertise, experiences, perspectives, tenures and personal characteristics, including with respect to age, race, gender and ethnicity.
Board Refreshment	Our Board's composition represents a balanced approach to director tenure, allowing the Board to benefit from the experience of longer-serving directors as well as fresh perspectives from newer directors. The nominating and governance committee of the Board (the "Nominating and Governance Committee") has developed a skills matrix to inform director searches and succession planning.
Director Overboarding	Any director who is not serving as chief executive officer of a public company is expected to serve on no more than four public company boards (including our Board), and any director serving as chief executive officer of a public company is expected to serve on no more than two public company boards (including our Board and, as applicable, the board of his or her own company).
Committee Membership	The Board appoints members of its committees on an annual basis with the Nominating and Governance Committee reviewing and recommending committee membership based in part on the need to ensure a succession plan for each committee chair.
Board Self-evaluations	The Board conducts an annual evaluation of its performance, operations, size and composition with the Nominating and Governance Committee overseeing the evaluation process, which also encompasses the Board's committees.
Strategy Oversight	In addition to discussing at least one strategic topic in each quarterly meeting, the Board holds an annual two-day session focused on the Company's long-term strategy, which informs the Board's oversight and work plan for the following year.
Executive Succession Planning	The Compensation Committee conducts regular reviews of executive talent, development and succession planning, and our Board reviews the succession plans for the chief executive officer position annually.

STOCKHOLDER RIGHTS

Annual Election of Directors	All directors are elected annually, which reinforces our Board's accountability to our stockholders.
Majority Voting Standard for Director Elections	Our bylaws require that directors be elected under a "majority voting" standard in uncontested elections. Any director who does not receive more votes "for" his or her election than votes "against" must tender his or her resignation and, if our Board accepts the resignation, step down from our Board.
Single Voting Class	Our Common Stock is the only class of voting shares outstanding.
Proxy Access	Our bylaws permit a stockholder, or a group of up to 20 stockholders, that has owned at least three percent of our Common Stock continuously for three years to nominate and include in the Company's annual meeting proxy materials the greater of two directors or 20 percent of the Board, provided that the stockholders and nominees satisfy the requirements specified in the bylaws.

COMPENSATION PRACTICES

Follow Leading Practices	See " <i>Compensation Discussion and Analysis—Compensation Governance.</i> "
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Proposal 1: Election of Directors

As of March 30, 2023, our Board of Directors consisted of ten directors: nine independent directors and our chief executive officer, Dan H. Arnold. Each of our current directors is standing for reelection at the Annual Meeting, and each has been nominated by our Board based on the recommendation of the Nominating and Governance Committee. Each director nominee would hold office until our annual meeting of stockholders in 2024 and until his or her respective successor has been elected.

As described below, each of our nominees has considerable professional and business expertise. Our Board of Directors recommends a vote **“FOR”** each nominee based on its carefully considered judgment that the experience, qualifications, attributes and skills of each nominee qualify him or her to serve on our Board of Directors.

Board Membership Criteria

The Nominating and Governance Committee reviews annually the appropriate skills and characteristics required of directors in the context of the current composition of the Board. As reflected in the corporate governance guidelines applicable to the Company (the “Corporate Governance Guidelines”), it is the policy of the Board that all directors should:

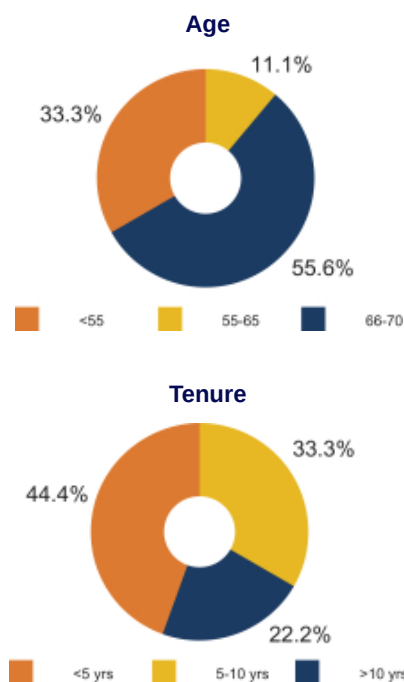
- possess unimpeachable integrity and a personal reputation for transparency, honesty and ethical behavior;
- have considerable personal accomplishment and professional expertise;
- demonstrate strong business acumen, financial literacy and strategic agility;
- contribute to boardroom dialogue through critical thinking and independent judgment, and candid and constructive communication;
- be passionate about the vision of the Company and enthusiastic about the commitments entailed in serving as a director; and
- understand their role as stewards in representing the long-term interests of our stakeholders.

Director Diversity

Our Corporate Governance Guidelines reflect our commitment to director diversity. Our goal is a balanced and diverse Board, with members who bring

a diversity of skills, expertise, experiences, perspectives, tenures and personal characteristics, including with regard to age, race, gender and ethnicity. When conducting director searches, the Board is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which Board nominees are selected. In recent years, our Nominating and Governance Committee has focused on the refreshment and continued diversity of the Board. Since 2019, we have added three new independent directors: Edward C. Bernard, Albert J. Ko and Corey E. Thomas. Through the addition of these directors, the Board of Directors has gained seasoned leaders, as well as particularly relevant experience related to our industry, strategic planning, oversight and execution, business innovation, technology and digital transformation, consumer insights and institutional risk management. The addition of these directors also reflects our commitment to diversity in the context of considering directors and a balanced approach to director tenure, allowing the Board to benefit from the experience of longer-serving directors as well as fresh perspectives from newer directors.

The average age of our independent director nominees is 62, and the average tenure of our independent director nominees is eight years.



The charts below reflect the diversity of our Board based on the self-identified characteristics of our director nominees, including Mr. Arnold. We have also included diversity statistics required by listing rules that were approved by the SEC in August 2021. These rules, which the Company supported, require all companies listed on Nasdaq’s U.S. exchange to publicly disclose consistent, transparent diversity statistics regarding their board of directors through a uniform disclosure matrix, subject to applicable compliance periods.



The following diversity statistics are reported in the standardized disclosure matrix provided by Nasdaq rules:

Board Diversity Matrix (As of March 30, 2023)

Board Size:				
Total Number of Directors	10			
Gender:	Male	Female	Non-Binary	Gender Undisclosed
Number of Directors Based on Gender Identity	7	3		
Number of Directors Who Identify in Any of the Categories Below:				
African American or Black	1			
Alaskan Native or American Indian				
Asian	1			
Hispanic or Latinx				
Native Hawaiian or Pacific Islander				
White	5	3		
Two or More Races or Ethnicities				
LGBTQ+				
Demographic Background Undisclosed				

Recommendation of the Nominating and Governance Committee

In recommending that the Board nominate each of our current directors to stand for election at the Annual Meeting, the Nominating and Governance Committee evaluated those directors according to the principles set forth in the Corporate Governance Guidelines and considered the pertinent qualifications and experience of each nominee, as further set forth below.

If any of our nominees is unable or unwilling to serve on our Board of Directors, the shares represented by your proxy will be voted for the election of such other person as may be nominated by our Board of Directors. In addition, in compliance with all applicable state and federal laws and regulations, we

will file an amended proxy statement and proxy card that, as applicable:

- identifies the alternate nominee(s);
- discloses that any such nominee has consented to being named in the revised proxy statement and to serve if elected; and
- includes the disclosure required by Item 7 of Schedule 14A with respect to any such nominee.

We know of no reason why any nominee would be unable or unwilling to serve. All nominees have consented to be named in this proxy statement and to serve if elected.

Director Qualifications and Experience

The Board believes that the director nominees possess experience, skills and qualifications that are complementary and, together, cover the spectrum of areas that impact the Company's current and evolving business circumstances. The Board believes that the combination of backgrounds, skills and experiences will result in a Board that continues to be well-equipped to exercise oversight responsibilities on behalf of the Company's stakeholders.

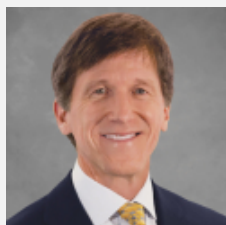
The table below provides a summary of the skills and qualifications of each director nominee:

	Dan Arnold	Edward Bernard	Paulett Eberhart	William Glavin Jr.	Albert Ko	Allison Mnookin	Anne Mulcahy	James Putnam	Richard Schifter	Corey Thomas
CEO Experience	✓		✓	✓	✓	✓	✓	✓		✓
Brokerage/Advisory Experience	✓	✓		✓				✓		
Digital Technology Experience	✓	✓	✓	✓	✓	✓	✓			✓
Mergers & Acquisitions	✓		✓	✓	✓	✓	✓	✓	✓	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Literacy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Law/Regulatory	✓	✓	✓	✓	✓		✓	✓	✓	
Sales & Marketing	✓	✓	✓	✓	✓	✓	✓	✓		✓
Human Resources	✓	✓	✓	✓	✓	✓	✓			✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓		✓
Entrepreneurial Experience	✓		✓			✓		✓		✓

Board of Director Nominees

The name, age and a description of the business experience, principal occupation, and past employment and directorships of each of the nominees during at least the last five years are set forth below. In addition, we have summarized the particular experience, qualifications, attributes and skills that led the Board of Directors, including our Nominating and Governance Committee, to determine that each nominee should serve as a director.

Dan H. Arnold



Age 58

Director Since 2017

BACKGROUND

Mr. Arnold has served as our chief executive officer and a director since January 2017. Mr. Arnold has served as our president since March 2015, with responsibility for our primary client-facing functions and long-term strategy for growth. Mr. Arnold served as our chief financial officer from June 2012 to March 2015 and was responsible for formulating financial policy, leading our capital management efforts, and ensuring the effectiveness of the organization's financial functions. Prior to 2012, he was managing director, head of strategy, with responsibility for long-term strategic planning for the firm, product and platform development, and strategic investments, including acquisitions. He has also served as divisional president of our Institution Services. Mr. Arnold joined the Company in January 2007 following our acquisition of UVEST Financial Services Group, Inc. ("UVEST"), a broker-dealer and investment adviser that provided services to banks, credit unions, and other financial institutions. Prior to joining us, Mr. Arnold worked at UVEST for 13 years, serving most recently as president and chief operating officer. Mr. Arnold earned a B.S. in electrical engineering from Auburn University and holds an M.B.A. in finance from Georgia State University.

QUALIFICATIONS

Mr. Arnold's pertinent qualifications include his unique perspective and insights into our operations as our current president and chief executive officer, including knowledge of our business relationships, competitive and financial positioning, senior leadership, and strategic opportunities and challenges; operating, business and management experience as the chief financial officer, president, and now chief executive officer of a public company; and expertise in the financial industry and in particular brokerage and investment advisory services, including service as a director of the American Securities Association since April 2019 and past service as a director of the Securities Industry and Financial Markets Association from April 2015 to July 2018.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
None	None

Edward C. Bernard



Age 67

Director Since 2020

Independent

Committees:

Audit and Risk Committee

Compensation Committee

BACKGROUND

Mr. Bernard served as the vice chair of the board of directors of T. Rowe Price Group, Inc. (“TRP”), a global investment management firm, from 2007 to April 2019. Mr. Bernard served as a vice president of TRP from 1989 to December 2018 and as a member of the management committee of TRP from 2000 to December 2018. He oversaw TRP’s marketing, distribution, client service, information technology, legal and communications activities from 2006 until December 2018. He also served as chair of the board of all sponsored TRP mutual funds and trusts during that period and as president and/or chair of T. Rowe Price Investment Services, a registered broker/dealer, from 1996 to 2018. Mr. Bernard served as a director of TRP from 1999 to April 2019. He currently serves as Chair of the Financial Accounting Foundation and a director of UTI Asset Management Company of India. He previously served as chair of the board of governors, and as a member of the executive committee, of the Investment Company Institute, the national trade association for the mutual fund industry. Mr. Bernard received his B.A. from Brown University and an M.B.A. from New York University.

QUALIFICATIONS

Mr. Bernard’s pertinent qualifications include expertise in the wealth management industry, gained through his over 30 years of experience in investment management and leadership roles as a member of the board of governors at the Investment Company Institute; his high level of operating, management and strategic planning experience, gained through his executive positions and roles as vice chair of the board of directors of TRP and chair of all sponsored TRP mutual funds and trusts; and his deep understanding of financial product distribution, compliance requirements and the perspectives of advisors and their retail clients, including with respect to the use of technology, product and analytics as a competitive differentiator.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
UTI Asset Management Company (India)	T. Rowe Price Group, Inc.

H. Paulett Eberhart



Age 69

Director Since 2014

Independent

Committees:

Audit and Risk Committee (Chair)

Compensation Committee

BACKGROUND

Ms. Eberhart currently serves as chair and chief executive officer of HMS Ventures, a privately-held business involved with technology services and the acquisition and management of real estate. From 2011 through 2014, she served as president and chief executive officer of CDI Corp. (“CDI”), a provider of engineering and information technology outsourcing and professional staffing services that was then a public company. Ms. Eberhart also served as chair and chief executive officer of HMS Ventures from January 2009 until January 2011. She served as president and chief executive officer of Invensys Process Systems, Inc. (“Invensys”), a process automation company, from January 2007 to January 2009. From 1978 to 2004, she was an employee of Electronic Data Systems Corporation (“EDS”), an information technology and business process outsourcing company that was subsequently acquired by the Hewlett-Packard Company, and held roles of increasing responsibility over time, including senior level financial and operating roles as president of Americas of EDS from 2003 until March 2004 and senior vice president of EDS and president of Solutions Consulting from 2002 to 2003. She is a Certified Public Accountant and received her B.S. from Bowling Green State University.

QUALIFICATIONS

Ms. Eberhart’s pertinent qualifications include her wealth of managerial and executive experience gained through her leadership as the chief executive officer of CDI, formerly an NYSE-listed public company, and Invensys, as well as her numerous years of service as an executive officer of EDS, including president of Americas; financial and accounting expertise gained through various other operating and financial positions during her 26 years at EDS; strong knowledge of the intersection of technology, data and finance industries; and knowledge and experience gained through her leadership and service on the boards of other public companies, including prior service as lead director and chair of the governance and risk committee of the board of directors of Anadarko Petroleum Corporation.

OTHER PUBLIC COMPANY BOARDS

Current
 Valero Corporation
 Fluor Corporation
 KORE Wireless

Past 5 Years
 Anadarko Petroleum Corporation
 Vine Energy

William F. Glavin Jr.



Age 64
 Director Since 2017
 Independent

Committees:

- Audit and Risk Committee
- Nominating and Governance Committee

BACKGROUND

Mr. Glavin served as chair of OppenheimerFunds, Inc., a global asset management firm (“OppenheimerFunds”), from 2009 until 2015, as chief executive officer from 2009 until 2014, and as president from 2009 until 2013. OppenheimerFunds was a majority owned subsidiary of MassMutual Financial Group (“MassMutual”), a mutual life insurance company, at which Mr. Glavin held several senior executive positions prior to joining OppenheimerFunds. He served as co-chief operating officer of MassMutual from 2007 to 2008, executive vice president, U.S. Insurance Group of MassMutual from 2006 to 2008, president and chief executive officer of Babson Capital Management LLC (“Babson”), an asset management firm and subsidiary of MassMutual, from 2005 until 2006 and chief operating officer of Babson from 2003 to 2005. Prior to joining MassMutual, Mr. Glavin was president and chief operating officer of Scudder Investments, an asset management firm, from 2000 to 2003. OppenheimerFunds was acquired by Invesco Ltd. (“Invesco”) in 2019, and Mr. Glavin was designated to serve as a director of Invesco pursuant to a shareholder agreement between MassMutual and Invesco. Mr. Glavin received his B.A. from the College of the Holy Cross.

QUALIFICATIONS

Mr. Glavin’s pertinent qualifications include his experience over the course of a 25-year career in the financial services industry, including as a chief executive officer and chief operating officer; extensive experience in strategic planning and talent management, in part based on his success in leading OppenheimerFunds through a period of significant market turbulence; a deep understanding of financial product distribution, compliance and operations, including technology demands in the financial services industry; and experience overseeing broker-dealers, including MassMutual’s broker-dealer MML Investor Services, LLC.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
None	Invesco Ltd.

Albert J. Ko



Age 48
 Director Since 2023
 Independent

Committees:

Audit and Risk
 Committee

BACKGROUND

Mr. Ko serves as the chief executive officer of Early Warning Services, LLC, a bank-owned financial technology company that operates the Zelle Network®, a digital payments network connecting two thousand financial institutions, enabling real-time money transfers, person-to-person payments, and other payment services. He has held this position since May 2019. From February 2006 to May 2019, Mr. Ko held senior executive roles at Intuit Inc., a business software company that specializes in financial software, including chief transformation officer, general manager of Mint, which is a personal financial management app, and head of product for Intuit's Small Business Group. Prior to joining Intuit, Mr. Ko was a management consultant at both the Boston Consulting Group, Inc. and McKinsey & Company, where he advised technology and industrial clients. He also currently serves on the board of directors of Elation Health, Inc., a privately held healthcare technology company. Mr. Ko received a B.A. from Yale University and a J.D. from Harvard Law School.

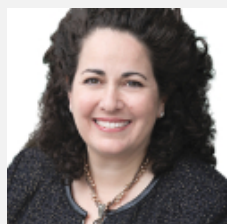
QUALIFICATIONS

Mr. Ko's pertinent qualifications include: his 20-year career experience leading at scale businesses and developing innovative product experiences in financial technology, payments, and consumer and small business management; consumer insights and entrepreneurial mindset developed in overseeing transformational change initiatives at Intuit focused on best serving its customers; expertise in strategic planning and organizational effectiveness gained from his experience as a management consultant; and a deep understanding of the financial services industry, including institutional risk management, from serving as chief executive officer of a fintech company owned by seven of the country's leading banks.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
None	None

Allison H. Mnookin



Age 52
 Director Since 2018
 Independent

Committees:

Compensation Committee (Chair)
 Nominating and Governance Committee

BACKGROUND

Ms. Mnookin has served since July 2017 as a senior lecturer of business administration in the technology and operations management unit at the Harvard Business School. From April 2016 to November 2016, Ms. Mnookin served as the chief executive officer of QuickBase, Inc. (“QuickBase”), a provider of online application software which was spun-off by Intuit, Inc., a business and financial software company, in 2016. Ms. Mnookin was an employee of Intuit from 1998 to 2016 and held roles of increasing responsibility over time, including vice president and general manager of Intuit’s QuickBase business from July 2010 to March 2016. She previously served as a director of Quartz Holding Company, the holding company of QuickBase, from November 2016 until its sale in April 2019, and as a director of Fleetmatics Group PLC, a SaaS fleet management provider, from March 2014 until its sale in November 2016. Ms. Mnookin received her A.B. with honors from Harvard College and her M.B.A. from the Harvard Business School.

QUALIFICATIONS

Ms. Mnookin’s pertinent qualifications include her 20-year career in the technology industry, including executive leadership of high-growth cloud and business software companies, as well as service as a director of Bill.com Holdings, Inc., a public company that provides cloud-based software to simplify and automate back-office financial transactions for small- and mid-sized businesses. These experiences, including general management in Intuit’s small business division where she was responsible for leading a portfolio of Intuit’s business products, shaped her understanding of how businesses have transformed their technologies to increase strategic advantage.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
Bill.com Holdings, Inc.	None

Anne M. Mulcahy



Age 70
 Director Since 2013
 Independent

Committees:

Compensation Committee
 Nominating and Governance Committee (Chair)

BACKGROUND

Ms. Mulcahy served as chair of the board of trustees of Save The Children Federation, Inc., a non-profit organization dedicated to creating lasting change in the lives of children throughout the world, from March 2010 to February 2017. She continues to serve as a trustee of Save The Children Federation, Inc. She previously served as chair of the board of Xerox Corporation (“Xerox”), a global business services and document technology provider, from January 2002 to May 2010, and chief executive officer of Xerox from August 2001 to July 2009. Prior to serving as a chief executive officer, Ms. Mulcahy was president and chief operating officer of Xerox. Ms. Mulcahy received a B.A. from Marymount College of Fordham University.

QUALIFICATIONS

Ms. Mulcahy’s pertinent qualifications include her extensive experience in all areas of business management and strategic execution as she led Xerox through a transformational turnaround; valuable insights into organizational and operational management issues, including business innovation, financial management and talent development; and leadership roles in other public companies, including as lead independent director of Johnson & Johnson, which provide the Board with additional expertise in the area of organizational effectiveness.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
Graham Holdings Company Johnson & Johnson	Williams-Sonoma, Inc.

James S. Putnam



Age 68
 Director Since 2005
 Independent

Chair of the Board

Committee:

Compensation Committee

BACKGROUND

Mr. Putnam has served as chair of the Board of Directors since March 2017, and he served as our lead director from June 2016 until March 2017. He was employed by LPL Financial from 1983 to 2005 and served as its managing director of national sales from 1987 to 2005. In that role, he was responsible for the recruitment, retention and management of LPL Financial advisors, as well as branch development, marketing and all product sales. Mr. Putnam also previously served as the chief executive officer of Global Portfolio Advisors (“GPA”), formerly a global brokerage clearing services provider that sold substantially all of its operations in 2014. GPA was under common ownership with LPL Financial until 2005, and Mr. Putnam served as chief executive officer of GPA from 2004 until 2014. He began his securities career as a retail representative with Dean Witter Reynolds in 1979. Mr. Putnam received a B.A. from Western Illinois University.

QUALIFICATIONS

Mr. Putnam’s pertinent qualifications include his unique historical perspective and insights into our operations as our former managing director of national sales; operating, business and management experience as the chief executive officer at GPA; and expertise in the financial industry and deep familiarity with our advisors.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
None	None

Richard P. Schifter



Age 70
 Director Since 2005
 Independent

Committees:

Audit and Risk Committee

BACKGROUND

Mr. Schifter is a senior advisor of TPG, a leading global private investment firm. He was a partner at TPG from 1994 through 2013. Prior to joining TPG, Mr. Schifter was a partner at the law firm of Arnold & Porter in Washington, D.C. where he specialized in bankruptcy law and corporate restructuring. He joined Arnold & Porter in 1979 and was a partner from 1986 through 1994. Mr. Schifter currently serves on the advisory board of the University of Pennsylvania Law School. He received a B.A. with distinction from George Washington University and a J.D. cum laude from the University of Pennsylvania Law School.

QUALIFICATIONS

Mr. Schifter’s pertinent qualifications include his high level of financial literacy gained through his investment experience as a TPG partner; experience on other company boards and board committees; and nearly 15 years of experience as a corporate attorney with an internationally-recognized law firm.

OTHER PUBLIC COMPANY BOARDS

Current	Past 5 Years
None	American Airlines Group Avianca Holdings SA Caesars Entertainment Corporation EnLink Midstream, LLC EverBank Financial Corporation ProSight Global, Inc.

Corey E. Thomas



Age 46
 Director Since 2019
 Independent

Committees:

Audit and Risk Committee
 Nominating and Governance Committee

BACKGROUND

Mr. Thomas serves as the chair of the board and chief executive officer of Rapid7, Inc. (“Rapid7”), a public company that provides analytics for security and information technology operations. Mr. Thomas has been chief executive officer and a director since October 2012. From November 2008 to September 2012, Mr. Thomas held various other roles at Rapid7, including serving as chief operating officer. He also currently serves on the board of directors of Blue Cross Blue Shield of Massachusetts, a nonprofit private health insurance company, and the Federal Reserve Bank of Boston. Mr. Thomas received a B.E. from Vanderbilt University and an M.B.A. from the Harvard Business School.

QUALIFICATIONS

Mr. Thomas’ pertinent qualifications include his general management experience, including his top-level perspective on strategy and organization management as the chief executive officer of a public company; strategic insights with regard to information technology, cybersecurity and global sales and marketing gained through his career in the technology industry; an entrepreneurial mindset focused on solving the needs of clients ranging widely in size and industry; and experience leading operations involving multiple product delivery models, including his past role as a chief operating officer.

OTHER PUBLIC COMPANY BOARDS

Current
 Rapid7, Inc.

Past 5 Years
 Catalyst Partners Acquisition Corp.

In the vote on the election of the director nominees, stockholders may:

- Vote **FOR** any of the nominees;
- Vote **AGAINST** any of the nominees; or
- **ABSTAIN** from voting as to any of the nominees.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE ABOVE-NAMED NOMINEES AS A DIRECTOR.

Information Regarding Board and Committee Structure

During 2022, the Board of Directors consisted of nine directors and held six meetings. Each of our directors attended at least 75% of the aggregate of:

- the total number of meetings of the Board of Directors during 2022; and
- the total number of meetings held by all committees of the Board on which the director served during 2022.

Eight of our nine directors in 2022 attended 100% of such aggregate number of meetings.

Our Corporate Governance Guidelines provide that each director who is nominated for election is expected to attend the Annual Meeting. Each of the nine nominees for election at the 2022 annual meeting of stockholders attended such meeting.

Corporate Governance Guidelines, Committee Charters and Code of Conduct

We believe that good corporate governance is important to ensure that we are managed for the long-term benefit of our stakeholders.

Our Board of Directors has adopted our Corporate Governance Guidelines to set clear parameters for the operation of our Board. Our Board of Directors

has also adopted charters for the Audit and Risk Committee, Nominating and Governance Committee, and Compensation Committee, as well as a code of conduct for our non-employee directors. We have also adopted a code of conduct that applies to, among others, our principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions.

Copies of our Annual Report, committee charters, Corporate Governance Guidelines and codes of conduct are available, free of charge, by writing to us at the following address:

LPL Financial Holdings Inc.
1055 LPL Way
Fort Mill, SC 29715
Attn: Investor Relations

Our Annual Report, committee charters, Corporate Governance Guidelines and codes of conduct are also available on our website at www.lpl.com under the "Investor Relations" section. If we make substantive amendments to, or grant waivers from, the code of conduct for certain of our executive officers, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

Corporate Governance Highlights

We have implemented several important measures that are designed to promote long-term stakeholder value:

- Our Board consists of a single class of directors elected on an annual basis who may be removed with or without cause. Accordingly, our stockholders are able to register their views on the performance of all directors on an annual basis, enhancing the accountability of our Board to our stockholders.
- We currently separate the offices of the chair of the Board and chief executive officer of the Company, although the Board maintains the flexibility to select the chair of the Board and its leadership structure based on the criteria that it deems to be in the best interests of the Company and its stakeholders.
- Our bylaws provide for a majority voting standard in uncontested director elections. We also have adopted a director resignation policy in our Corporate Governance Guidelines pursuant to which a director who does not receive support from holders of a majority of shares voted in an uncontested election must tender his or her resignation and, if our Board accepts the resignation, step down from our Board. This makes director elections more meaningful for our stockholders and promotes accountability.
- Our bylaws provide for proxy access by permitting a stockholder, or a group of up to 20 stockholders, that has owned at least three percent of our Common Stock continuously for three years to nominate and include in the Company's annual meeting proxy materials the greater of two directors or 20 percent of the Board, provided that the stockholders and nominees satisfy the requirements specified in the bylaws.
- To facilitate Board refreshment, we have adopted a director retirement policy in our Corporate Governance Guidelines pursuant to which any director who reaches the age of 75 while serving as a director will retire from the Board effective as of the end of his or her then current term.
- We seek an advisory vote on the compensation of our named executive officers annually, which underscores the careful consideration we give to our stockholders' views on our compensation practices.
- We have established a compensation clawback policy that enables the Company to recoup cash and equity incentive compensation from executive officers in the event of certain financial restatements.
- Our executive officers are subject to equity ownership guidelines that set minimum ownership requirements based on a multiple of annual base salary, which aligns the interests of senior management with the interests of our stockholders.
- We have also adopted equity ownership guidelines for directors, which set minimum ownership requirements based on a multiple of the cash portion of the annual base retainer then in effect.
- Our Insider Trading Policy prohibits our executives and directors from pledging and hedging our Common Stock, in order to further the alignment with stockholders that our equity awards are designed to create.

Director Independence

The listing standards of the Nasdaq Global Select Market ("Nasdaq") require that, subject to specified exceptions, each member of a listed company's audit, nominating and governance, and compensation committees be independent. Nasdaq listing rules further provide that a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and compensation committee members are also subject to heightened independence criteria under Nasdaq rules.

After its evaluation of director independence, the Board of Directors has affirmatively determined that Messrs. Bernard, Glavin, Ko, Putnam, Schiffer and Thomas, and Ms. Eberhart, Mnookin and Mulcahy are independent directors under applicable Nasdaq rules.

Board Composition and Leadership Structure of the Board of Directors

Our business and affairs are managed under the direction of the Board of Directors. As of March 30, 2023, our Board of Directors was composed of ten directors. Under our Amended and Restated Certificate of Incorporation, the number of directors shall not be fewer than three or more than 15. The authorized number of directors may be changed only by resolution of the Board of Directors.

The Board does not have a fixed policy regarding the separation of the offices of chair of the Board and chief executive officer of the Company. Rather, the Board believes that it should maintain the flexibility to select the chair of the Board and its Board leadership structure from time to time, based on the criteria that it deems to be in the best interests of the Company and its stakeholders. At this time, the Company believes that having a separate chief executive officer and chair allows Mr. Arnold to focus on his role as president and chief executive officer and increases the Board's independence from management, promoting effective monitoring and oversight. As non-executive chair, Mr. Putnam serves as a key channel of communication between the independent directors and our chief executive officer, coordinates the agenda for each meeting of the Board and establishes the agenda for and leads meetings of the independent directors.

Board Oversight

Strategic Planning

Oversight of the Company's business strategy and strategic planning is a key responsibility of our Board. At the beginning of the year, the chair of the Board and our chief executive officer prepare an annual Board work plan that is tied to our strategic execution framework. As a result, elements of our strategy and operating plans are embedded in the agenda for every quarterly meeting of the Board. In addition, we began in 2021 to include a strategic topic as a discrete agenda item in our quarterly meetings of the Board. All members of our management committee, as well as other senior leaders, regularly attend Board and committee meetings and discuss the Company's strategy, plans and operating results with the Board and its committees. In addition to these quarterly discussions of strategy topics, the Board dedicates a multi-day session each year to focus on the refinement of the Company's long-term strategy and related planning. This session, which is led by our Corporate Strategy team and includes senior management, enables a deep discussion between directors and management regarding the Company's operating environment, near- and longer-term strategic opportunities, current and emerging risks, changing client needs and preferences, and financial outcomes associated with execution of the strategic plan.

The Board also dedicates significant attention to reviewing our capital allocation strategy, which is

Information Regarding Board and Committee Structure

focused on disciplined capital management to drive long-term stockholder value. Key elements of our current strategy are:

- maintaining a strong and flexible balance sheet;
- prioritizing investments to support and drive organic growth;
- positioning the Company to take advantage of attractive merger and acquisition opportunities; and
- as appropriate, returning excess capital to stockholders through share repurchases and dividends.

Human Capital Management

Effective human capital management is an important driver of the Company's continued success. We believe our employees are key to creating long-term value for our stockholders, and that our corporate culture is a critical foundation to the success of our business strategy. We are committed to being a great place to work for our employees and fostering a culture that enables us to build and grow a diverse and inclusive team. We also recognize that attracting, retaining and developing employee talent helps deliver value to our clients and ensure the sustainability of our business.

The Compensation Committee generally oversees our human capital management practices, which include our pay equity process. Our Board also provides oversight for certain human capital strategies, programs and practices, including our diversity, equity and inclusion ("DEI") and belonging programs for employees. The Board also reviews progress with respect to increasing the diversity of the financial advisors we serve. The Compensation Committee and our Board engage with our leadership team on a regular basis on the following human capital management topics:

- employee compensation and benefits programs encompassing salary, equity awards and other programs that are competitive in the market;
- performance management and succession planning for our chief executive officer and each of our other executive officers;



- executive talent acquisition, including forward-looking talent assessments based on our evolving business and strategy;
- employee engagement, including the results of our annual confidential company-wide surveys;
- employee development and retention, including related key performance metrics;
- employee health and well-being, including maintaining a respectful workplace; and
- corporate culture.

We are committed to fostering a respectful, rewarding workplace in which all of our employees are positioned for success to deliver on our mission of taking care of our advisors so they can take care of their clients. As part of that commitment, in 2022 our Board and the Compensation Committee focused in particular on:

- supporting our employees' physical, emotional and financial wellness and the continuation of remote work;
- the focus, transparency and progress of our DEI and belonging initiatives, including action plans for increasing representation of women and people of color in our leadership ranks; and
- continued progress in the cultural transformation that the Company began in 2018 to instill a client-centric mindset and mission-driven alignment throughout the Company.

These areas of focus, among others, are described in more detail in the Company's 2023 sustainability report, which we expect to issue prior to the Annual Meeting.

We are also committed to promoting DEI issues among our advisor population. Our advisor initiatives are developed and implemented by our Advisor Diversity & Inclusion team, along with strategic partnership and oversight from our management team and our Advisor Inclusion Council, which is a group of advisors, program managers and home office leaders that provides insights into and develops strategies for attracting and retaining diverse advisors. The momentum of the Advisor Diversity &

Information Regarding Board and Committee Structure

Inclusion program is tracked through the annual recruitment, retention and growth of underrepresented advisor groups (including women, LGBTQ and advisors of color); the attendance at our hosted events; and the results from our engagement and satisfaction surveys. Using these metrics, our Advisor Diversity & Inclusion team, in coordination with the Advisor Inclusion Council, develops strategies to improve our program effectiveness. Such initiatives are subject to the oversight of the Compensation Committee.

Our chief human capital officer and our chief legal officer provide a report to the Board of Directors on an annual basis on the Company's workplace and culture, including historical workplace conduct claims, investigations and trends.

Environmental, Social and Governance Program

Our mission is to take care of our advisors so they can take care of their clients. We enable our advisors to provide personalized financial guidance to millions of American families as they work toward their life's aspirations. Our advisors are a diverse community of entrepreneurial financial services professionals, and we are committed to supporting their vital work by operating responsibly and ethically, and strengthening trust with our mutual stakeholders. In short, we believe our work makes a positive difference, and that the Company's sustainability depends not only on the business we conduct but also on *how* we conduct it.

Our Board supports the Company's efforts to serve its stakeholders' interests, including stockholders, employees, advisors and their clients, and local communities. The Nominating and Governance Committee oversees our environmental, social and governance ("ESG") program, which is reflected in its committee charter.

Our ESG program continues to be an area of significant focus for the Nominating and Governance Committee. As the program grew and matured in 2022, the Nominating and Governance Committee oversaw the implementation of our ESG program in the areas that are most significant to our business, our advisors, our regulators and our stakeholders. In particular, the Company made progress throughout 2022 by:

- reviewing ESG-related opportunities and risks with the Nominating and Governance Committee and senior management;

- refining the integration of ESG considerations into the Company's business strategies and practices;
- focusing on sustainable investing by expanding offerings, educational materials and advisor awareness;
- conducting a high-level assessment to measure the Company's climate risk management practices and disclosures against the Task Force on Climate-related Financial Disclosures ("TCFD") recommendations;
- planning a clear two-year roadmap to deliver a TCFD-aligned climate report; and
- setting new three- to five-year ESG targets based on items either most significant to the Company or areas where we saw opportunities for improvement.

The implementation of various components of our ESG strategy — from DEI to energy efficiency — is led by relevant functional and program leaders, who, in turn, report key performance indicators and initiatives to our ESG steering committee, which comprises senior leaders from across the Company, and strategizes, implements and monitors ESG-related initiatives and policies throughout the Company. The Nominating and Governance Committee is updated regularly on our progress and future roadmap.

The Company's goal is a sustainability strategy that drives long-term value through strong alignment with the Company's strategy and culture. Our significant ESG topics are keyed to a framework that focuses on three strategic focus areas: our operations, our culture and our business. Within these focus areas, we pursue a variety of programs and initiatives designed to create value for our stakeholders.

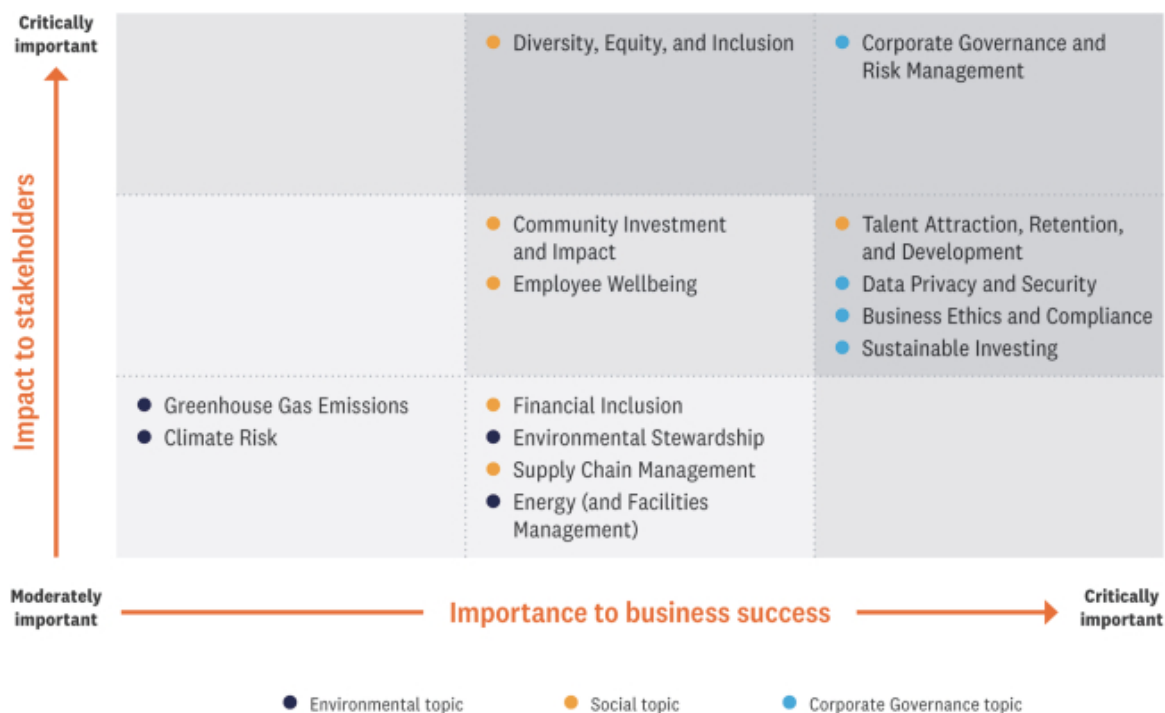
To learn more, please see the "Social Responsibility" section of our website at www.lpl.com, through which our 2022 sustainability report is also available. Our 2023 sustainability report, which we expect to issue prior to the Annual Meeting, will describe our ESG progress and milestones over the last year in more detail, and will also be available on our website.

Cybersecurity

The Audit and Risk Committee and the Board are each involved in overseeing the Company's management of cybersecurity risk. We believe that cybersecurity protection is critical to maintaining our proprietary information and the trust of our advisors and their clients, particularly in the context of the continued prevalence of remote work, market volatility and the rapid pace of technological change and digital innovation. In 2022, management provided regular updates to the Audit and Risk Committee on cybersecurity matters, including the threat landscape, third-party risks, projects to strengthen controls and defenses, the Company's incident response plans and cybersecurity insurance coverage. At the management level, our chief information security officer leads all information security activities, including establishing and overseeing separate teams for distinct cybersecurity functions and risks. Our chief privacy officer leads all data privacy activities, including privacy incident handling, compliance and counseling. The chief privacy officer also manages a dedicated privacy team that is aligned with our information security practices.

Our ESG Focus

Our intention is to focus on the ESG topics most relevant to our business, communities, and stakeholders. Below are the ESG topics that we believe are significant to our stakeholders and to our ability to create long-term value, which we have evaluated according to both their impact on our stakeholders and their importance to the success of our business. For more information about our assessment and methodology, please refer to our 2023 sustainability report, which we expect to issue prior to the Annual Meeting.



Stakeholder Engagement

We interact with our stockholders in a variety of ways and value the input that we receive from them. We provide our Board with regular updates on our investor relations program, including engagements with stockholders and analysts, and related sentiment and feedback themes. In addition, we have a structured, proactive engagement program that enables our directors to hear directly from stockholders outside the presence of senior management. Our goal is to ensure that our Board understands stockholders' observations and topics of interest, including with regard to the Company's performance, strategy, corporate governance and ESG initiatives.

Our directors also engage directly with our financial advisor clients. In addition to engagement opportunities through our advisor conferences, our directors meet annually with clients in order to hear first-hand feedback on areas of importance to them.

These sessions are structured to present directors with a diverse range of client practices, programs and experiences, and are intended to ensure that our Board understands our clients' current and future needs, particularly in the context of an evolving competitive environment, and that our company is delivering what advisors need in order to deliver sustained value to their clients.

Annual Board Evaluation

Our Board recognizes that a robust and constructive self-evaluation process is an important aspect of good corporate governance and board effectiveness. The Nominating and Governance Committee conducts an annual evaluation of our Board, each of its standing committees and individual directors following the end of each year. The goal is to provide a meaningful assessment of whether the Board's performance, operations, size and composition are effective for the Company, both in the short- and longer-term.



Following discussion by the Nominating and Governance Committee, the 2023 annual evaluation included the following elements:

- a written questionnaire soliciting feedback on the Board completed by each director;
- a written questionnaire soliciting feedback on each Board committee completed by each committee member;
- individual director interviews conducted by the chair of the Board and our chief legal officer (who separately solicited confidential feedback about the chair from directors outside the presence of the chair); and
- a written questionnaire soliciting feedback on the Board completed by our executive officers.

The director and executive officer questionnaires provided feedback on an unattributed basis and informed the individual director interviews, which provided further opportunity for candid discussion.

The primary topics of the 2023 annual evaluation were:

- Board composition, diversity and size, including desired director skills and attributes;
- the quality of materials and information provided to the Board;
- structure and conduct of Board meetings, including the effectiveness of virtual meetings;
- Board leadership and decision-making processes;
- Board committee structure and performance;

Information Regarding Board and Committee Structure

- Board culture and dynamics;
- Board and director interactions with management;
- management's assessment of the value the Board provides;
- the efficacy of the annual evaluation process; and
- the effectiveness of Board oversight, including attention to issues and opportunities that affect long-term stockholder value.

As part of the 2023 annual evaluation, directors and management had the opportunity to provide feedback on individual directors, in order to help improve performance and contributions to the Board.

Our Board discussed the results of the 2023 annual evaluation in a closed session led by the chair of the Nominating and Governance Committee.

Board Committees

The Board of Directors has established three standing committees: the Audit and Risk Committee, the Nominating and Governance Committee, and the Compensation Committee, each with the composition and responsibilities described below. The members of each committee were appointed by the Board of Directors and will serve until their successors are elected and qualified, unless they are removed earlier or resign. In addition, from time to time, special committees may be established under the direction of the Board of Directors when necessary to address specific issues. Each of the standing committees of our Board is composed solely of independent directors.

The table below reflects the composition of the Board's three standing committees as of March 30, 2023:

	Audit and Risk Committee	Nominating and Governance Committee	Compensation Committee
Edward Bernard	✓		✓
H. Paulett Eberhart	✗		✓
William F. Glavin, Jr.	✓	✓	
Albert J. Ko	✓		
Allison H. Mnookin		✓	✗
Anne M. Mulcahy		✗	✓
James S. Putnam	◆		✓
Richard P. Schifter	✓		
Corey E. Thomas	✓	✓	

✓ Member ✗ Chair ◆ Chair of the Board

Our Nominating and Governance Committee will reassess the composition and leadership of the standing committees of the Board following the election of directors at the Annual Meeting. This assessment will consider:

- current committee performance and tenure mix;
- individual competencies, desires and commitments; and
- the need to ensure a future succession plan for each committee chair.
- Following its assessment after the 2022 annual evaluation, the Nominating and Governance Committee recommended that:
 - Ms Mnookin succeed Ms. Mulcahy as chair of the Compensation Committee;
 - Ms. Mulcahy succeed Mr. Schifter as chair of the Nominating and Governance Committee;
 - Mr. Schifter step off of the Nominating and Governance Committee, after 11 years of service on such committee; and
 - the composition and leadership of the Board's committees otherwise remain unchanged.

Following his election as a director in 2023, the Nominating and Governance Committee recommended that Mr. Ko be appointed to the Audit and Risk Committee.

Audit and Risk Committee

Our Audit and Risk Committee is composed of the following members: Edward C. Bernard, H. Paulett Eberhart, William F. Glavin, Jr., Albert J. Ko, Richard P. Schifter and Corey E. Thomas. Ms. Eberhart serves as the chair of the Audit and Risk Committee.

Each of the Audit and Risk Committee members is independent under the listing standards of Nasdaq, including under Rule 10A-3 of the Exchange Act. None of the Audit and Risk Committee members is an employee of ours or any of our subsidiaries, nor simultaneously serves on the audit committees of more than three public companies, including ours. All of the Audit and Risk Committee members meet the requirements for financial literacy and are able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. Our Board has affirmatively determined that each of Ms. Eberhart and Messrs. Bernard and Schifter qualifies as an audit committee financial expert under the applicable rules and regulations of the SEC.

The Audit and Risk Committee oversees the integrity of the Company's financial statements, including reviewing and discussing our annual and quarterly financial statements, our disclosures in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in our annual and quarterly reports filed with the SEC, and our earnings announcements, in each case prior to their release. The Audit and Risk Committee also oversees the qualifications, performance and independence of



Deloitte & Touche LLP, our independent registered public accounting firm (“Deloitte”), as well as the fee negotiations related to their retention.

Our Audit and Risk Committee is responsible for, among other things, the appointment, compensation, oversight and replacement, if necessary, of the Company’s independent auditor or any other registered public accounting firm, and assisting the Board in overseeing and monitoring:

- § the integrity of the Company’s financial statements and other financial information provided by the Company to its stockholders;
- § the integrity of the accounting and financial reporting processes of the Company, and the audit of the Company’s financial statements;
- § the Company’s compliance with legal, regulatory and public disclosure requirements;
- § enterprise risk management (except for risks assigned to other committees or retained by the Board) and major risk exposures, including cybersecurity;
- § the Company’s independent auditor, including its qualifications, performance and independence; and
- § the performance of the Company’s internal audit function.

The Audit and Risk Committee reviews matters related to the Company’s related party transaction policy, the operations of the Company’s Technology department and the Company’s whistleblower and integrity program. It also reviews and discusses our policies with respect to risk assessment and risk management, as well as our major regulatory, litigation, cybersecurity, information security, data privacy and financial risk exposures. For additional information on the Audit and Risk Committee’s role in our enterprise risk management framework, please see “*Risk Management and Compensation Policies and Practices*.”

The Audit and Risk Committee has authority under its charter to obtain advice and assistance from outside legal counsel, accounting or other outside advisors as deemed appropriate to perform its duties and responsibilities.

The Audit and Risk Committee met eight times during 2022.

Information Regarding Board and Committee Structure

Nominating and Governance Committee

Our Nominating and Governance Committee is composed of the following members: William F. Glavin, Jr., Allison H. Mnookin, Anne M. Mulcahy and Corey E. Thomas. Ms. Mulcahy serves as the chair of the Nominating and Governance Committee.

Each member of the Nominating and Governance Committee is independent under the listing standards of Nasdaq.

The Nominating and Governance Committee is responsible for:

- § developing a profile of attributes that a potential director should possess in order to contribute effectively to the Board, taking into account the overall diversity and composition of the Board;
- § identifying, evaluating and recruiting qualified persons to serve on our Board of Directors;
- § selecting, or recommending to the Board for selection, nominees for election as directors;
- § reviewing and recommending the composition of the Board’s standing committees;
- § reviewing and assessing the Company’s corporate governance guidelines;
- § overseeing our ESG program; and
- § annually evaluating the performance, operations, size and composition of our Board of Directors.

The Nominating and Governance Committee was particularly focused in 2022 on the evolution of the Board, including the recruitment of an additional independent director with skills and experience relevant to the Company’s evolving corporate strategy, and overseeing the development of a governance framework for monitoring climate risk. In addition, the Nominating and Governance Committee actively monitored corporate governance trends and best practices, oversaw the Company’s government relations program and recommended the amendment and restatement of the Company’s bylaws to implement proxy access.

The Nominating and Governance Committee met six times during 2022.

Compensation and Human Resources Committee

The Compensation Committee is composed of the following members: Edward C. Bernard, H. Paulett Eberhart, Allison H. Mnookin, Anne M. Mulcahy and James S. Putnam. Ms. Mnookin serves as the chair of the Compensation Committee. Each member of the

Compensation Committee is independent under the listing standards of Nasdaq, including the heightened standards that apply to compensation committee members. The Compensation Committee is composed entirely of “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Compensation Committee is responsible for:

- § reviewing and approving goals and objectives relevant to executive officer compensation and evaluating the performance of executive officers in light of those goals and objectives;
- § reviewing and approving the chief executive officer’s compensation based upon the Compensation Committee’s evaluation of the chief executive officer’s performance;
- § reviewing and approving executive officer compensation;
- § reviewing the performance, development and leadership capabilities of senior management and succession planning strategies for such senior management;
- § making recommendations to the Board regarding the adoption of new incentive compensation and equity-based plans, and administering our existing incentive compensation and equity-based plans;
- § making recommendations to the Board regarding compensation of our directors and applicable stock ownership and holding guidelines;
- § reviewing and approving the general design and terms of any significant non-executive compensation and benefits plans;
- § reviewing our DEI policies, programs and initiatives;
- § reviewing our significant policies, practices and procedures concerning human resource-related matters;
- § establishing and monitoring compliance with stock ownership and holding guidelines applicable to executive officers; and
- § reviewing an annual compensation risk assessment.

In 2022, the Compensation Committee devoted particular attention to new disclosure requirements promulgated by the SEC, human capital matters, including succession planning, executive talent development, risk controls over our executive compensation programs, transparency and progress of our employee DEI programs, and non-executive compensation, including pay equity.

In addition, the Compensation Committee continued to focus on robust performance management, and

Information Regarding Board and Committee Structure

ongoing development and coaching for future leadership positions, through:

- annual succession planning for all managing director roles to ensure we are identifying and investing in key talent for critical positions; and
- talent reviews of individual leaders to provide the Compensation Committee with insight into our talent pipeline, as well as the opportunity to provide development feedback to those leaders.

The Compensation Committee has authority under its charter to access such internal and external resources, including retaining legal, financial or other advisors, as the Compensation Committee deems necessary or appropriate to fulfill its responsibilities. The Compensation Committee engaged Frederic W. Cook & Co., Inc. as an independent compensation consultant (the “Compensation Consultant”) to advise in 2022 on compensation matters and provide experiential guidance on what is considered fair and competitive practice in our industry, primarily with respect to the compensation of our executive officers, and also with regard to director compensation.

The Compensation Committee has the authority to delegate to subcommittees of the Compensation Committee any responsibilities of the full committee. The Compensation Committee may also delegate to a committee of one or more directors, or one or more of our executive officers, subject to certain restrictions, the power to grant restricted stock units, performance stock units or other equity awards, and amend the terms of such awards, pursuant to our equity plans. References to the Compensation Committee in this proxy statement also refer to its subcommittees and its delegates, where applicable.

The Compensation Committee met five times during 2022.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is or was during 2022 an officer or employee of ours or any of our subsidiaries. Mr. Putnam, a member of the Compensation Committee, served as an officer of LPL Financial prior to 2006. None of our executive officers serves or has served as a member of the board of directors, compensation committee or other board committee performing equivalent functions of any entity that has one or more executive officers serving as one of our directors or on our Compensation Committee.

Risk Management and Compensation Policies and Practices

We employ an enterprise risk management (“ERM”) framework that is intended to address key risks and responsibilities, enable us to execute our business strategy and protect our Company and its franchise. Our framework is designed to promote clear lines of risk management accountability and a structured escalation process for key risk information and events. In addition to the ERM framework, we have written policies and procedures that govern the conduct of business by our employees and independent financial advisors, and the terms and conditions of our relationships with financial product sponsors.

Our risk management governance approach is discussed in our Annual Report under “*Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Risk Management.*” This approach includes the Board of Directors, the Audit and Risk Committee and the Compensation Committee, as well as the Company’s Risk Oversight Committee (the “ROC”) and its subcommittees, the Company’s Internal Audit department, the Company’s Finance and Business Operations department, the Company’s Legal department and business line management.

Role of the Audit and Risk Committee

In addition to its other responsibilities, the Audit and Risk Committee reviews our policies with respect to risk assessment and risk management, as well as our major regulatory, litigation, cybersecurity, information security, data privacy and financial risk exposures and the steps management has undertaken to monitor and control them. The Audit and Risk Committee generally provides reports to the Board at each of the Board’s regularly scheduled quarterly meetings.

The Audit and Risk Committee has mandated that the ROC oversee our risk management activities, including those of our subsidiaries. The Company’s chief legal officer or chief risk officer provides updates on pertinent ROC discussions to the Audit and Risk Committee on a regular basis and, if necessary or requested, to the Board.

In addition, our Internal Audit department provides independent and objective assurance of the effectiveness of the Company’s governance, risk management and internal controls by conducting risk assessments and audits designed to identify and cover important risk categories. Our Internal Audit department reports directly to the Audit and Risk Committee, which provides oversight of the department’s activities and

approves its annual plan. Our Internal Audit department provides regular reports to the ROC and reports to the Audit and Risk Committee at least quarterly.

Role of the Compensation Committee

In addition to its other responsibilities, the Compensation Committee assesses whether our compensation arrangements encourage inappropriate risk-taking, and whether risks arising from our compensation arrangements are reasonably likely to have a material adverse effect on the Company.

The Compensation Committee has reviewed and evaluated the development and implementation of our compensation practices across our Company. It is our belief, and the belief of the Compensation Committee, that our compensation practices do not encourage inappropriate actions by our executive officers or other employees and are not reasonably likely to have a material adverse effect on the Company. Specifically, we believe that our compensation practices avoid:

- a compensation mix overly weighted toward annual bonus awards;
- an excessive focus on short-term equity incentive awards that could cause behavior to drive short-term stock price gains at the expense of long-term value creation; and
- unreasonable financial goals or thresholds that could encourage efforts to generate near-term revenue with an adverse impact on long-term success.

We believe that the following serve to mitigate the potential for adverse risk that may be caused by the actions of our executive officers or other key employees:

- defined processes for developing strategic and annual operating plans, and approving capital investments;
- Board approval of the Company’s annual corporate goals, which aligns these goals with our annual operating plan, strategic plan and compensation programs to achieve an appropriate risk-reward balance;
- annual review of peer group practices and compensation surveys to develop compensation arrangements and practices;
- annual bonus awards based on a review by the Compensation Committee of a variety of metrics, including both financial performance and strategic

- achievements, reducing the potential to concentrate on one metric as the basis of an annual incentive award;
- mix of fixed and performance-based, annual and long-term, and cash and equity compensation, encouraging decisions and actions that are in our long-term best interests;
- specified discretionary authority is maintained by the Compensation Committee to adjust annual bonus funding and payments, which reduces business risk associated with our cash bonus program;
- long-term equity incentive awards, including performance-based awards, vest over a period of time, and as a result of the longer time horizon to receive the value of an equity award, the prospect of short-term or risky behavior is mitigated;
- use of more than one long-term equity incentive vehicle mitigates the risk of any one vehicle creating undue incentive to take on excessive risk; and
- stock ownership requirements for all executive officers, a “claw-back” policy and anti-hedging policies, which help to mitigate the possibility of short-term risk-taking at the expense of long-term value creation.

Communicating with the Board of Directors

Any stockholder who wishes to contact a member of our Board of Directors may do so by writing to the following address:

Board of Directors
c/o Secretary
LPL Financial Holdings Inc.
1055 LPL Way
Fort Mill, SC 29715

Communications will be distributed to the chair of the Board or the other members of the Board as appropriate depending on the facts and circumstances outlined in the communication received.

Board of Directors Compensation

Director Compensation Policy

Our director compensation policy provides that each of our non-employee directors receives an annual service retainer of \$255,000. Of this amount, \$100,000 is paid in a lump sum in cash (or, at the director's election, in the form of shares of our Common Stock as described below) and \$155,000 is paid in the form of restricted shares of our Common Stock granted under our 2021 Omnibus Equity Incentive Plan (the "2021 Plan"). Directors may elect to defer receipt of the equity portion, or both the equity and cash portions, of their service retainers, as described under "Deferred Compensation Plan," below.

The following table sets forth the additional annual service retainers under our director compensation policy that members of our standing committees received for their additional duties during 2022:

	Chair	Each Other Member
Audit and Risk Committee	\$ 30,000	\$ 15,000
Compensation Committee	\$ 25,000	\$ 12,500
Nominating and Governance Committee	\$ 20,000	\$ 10,000

Our director compensation policy also provides that the chair of the Board receives an additional annual service retainer of \$140,000 in connection with his or her additional duties. The retainers for committee and chair service are paid in cash in installments following the end of each quarter of service. Our directors are also reimbursed for expenses incurred in connection with their attendance at Board and committee meetings. Mr. Arnold does not receive additional compensation for his service as a director.

As noted above, each of our non-employee directors elected at our 2022 annual meeting of stockholders was granted an annual award of restricted stock or, as described below under "Deferred Compensation Plan," deferred stock units, having a grant date value of \$155,000 (based on the average of the closing price of our Common Stock for the trailing thirty consecutive trading days including the grant date). Mr. Ko, who was elected to our Board in January 2023, was granted a prorated annual award of restricted stock having a grant date value of \$38,750 (based on the average of the closing price of our Common Stock for the trailing thirty consecutive trading days including the grant date) under the terms of our director compensation policy. In each case, these awards vest in full on May 10, 2023, which is the day prior to the Annual Meeting, generally subject

to the director's continued service through that date. We believe these equity grants serve to further align our directors' interests with the interests of our stockholders.

Our director compensation policy permits non-employee directors to make an election to be issued, in lieu of the cash portion of their annual service retainer, fully vested shares of our Common Stock. In 2022, the number of fully vested shares was determined by dividing \$100,000 by the average of the closing price of our Common Stock for the trailing thirty consecutive trading days including the date such shares were granted.

The Compensation Committee reviews the director compensation practices of our compensation peer group annually, as described under "Benchmarking" in the Compensation Discussion and Analysis, with the assistance of the Compensation Consultant. As a result of the 2022 benchmarking analysis, the Compensation Committee recommended an increase of \$20,000 in the amount of the cash portion of the annual service retainer under our director compensation policy, which was approved by the Board and was the first substantive change under the policy since 2019. The Compensation Committee did not recommend any other changes.

Deferred Compensation Plan

Under the LPL Financial Holdings Inc. Non-Employee Director Deferred Compensation Plan (the "Deferred Plan"), non-employee directors may make an annual election to defer receipt of the equity portion, or both the equity and cash portions, of their annual service retainer for Board service. For directors who make such a deferral election, a book-entry account is established and credited with a number of deferred stock units granted under our 2021 Plan equal in value to the shares and, if so elected by the director, the cash, that would otherwise be granted or paid absent such deferral election, with each deferred stock unit representing the right to receive a share of our Common Stock. Dividend equivalent rights are credited to a director's book-entry account, in the form of additional stock units, on both vested and unvested deferred stock units. Shares in each director's book-entry account will be paid only upon the director's separation from service or a change in control, as defined in the Deferred Plan.

Equity Ownership Guidelines

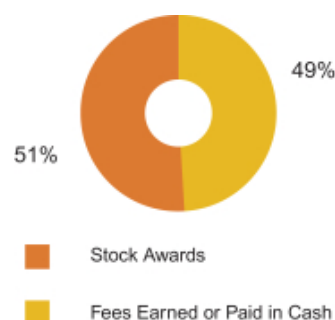
Our Corporate Governance Guidelines include equity ownership guidelines for non-employee directors. Within five years of the date of his or her election to the Board, each non-employee director must maintain ownership of shares of Common Stock equal to five times the cash portion of the annual service retainer for Board service then in effect, not including any retainers for committee or chair service. All shares

owned outright and beneficially owned by a non-employee director, including all shares of unvested restricted stock and all shares issuable pursuant to vested and unvested deferred stock units, are counted in determining compliance with such minimum ownership requirement. As of March 13, 2023, each of our non-employee directors except for Mr. Ko, who was elected to the Board in January 2023, satisfied this minimum ownership requirement.

The following table sets forth the compensation received by each non-employee director for service on the Board and its committees for the fiscal year ended December 31, 2022. In addition to the payments disclosed in the table below, our directors were reimbursed for out-of-pocket expenses incurred in connection with their attendance at Board and committee meetings.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)	Total (\$)
Edward C. Bernard	\$ 118,734 (3)	\$141,457 (4)	\$260,191
H. Paulett Eberhart	\$ 142,500	\$141,457 (4)	\$283,957
William F. Glavin, Jr.	\$ 116,235 (3)	\$141,457 (4)	\$257,692
Allison H. Mnookin	\$ 129,792	\$141,457 (4)	\$271,249
Anne M. Mulcahy	\$ 124,776 (3)	\$141,457	\$266,233
James S. Putnam	\$ 243,738 (3)	\$141,457 (4)	\$385,195
Richard P. Schifter	\$ 114,568 (3)	\$141,457 (4)	\$256,025
Corey E. Thomas	\$ 116,235 (3)	\$141,457 (4)	\$257,692

Non-Employee Director Compensation Mix



(1) The amounts shown in this column represent the aggregate grant date fair value of restricted stock awards or, in the case of non-employee directors who elected to defer receipt of the equity portion of the annual service retainer, deferred stock units granted to our non-employee directors in 2022 in connection with the equity portion of the annual service retainer. The aggregate grant date fair value of the restricted stock awards and deferred stock units, as determined under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, was determined by multiplying the number of shares underlying the award by \$173.78, which was the closing price per share of our Common Stock on the grant date. For information regarding the number of shares of restricted stock and unvested deferred stock units held by each non-employee director as of December 31, 2022, see the table in footnote 2 below. The amounts shown in this column do not include the value of any fully vested shares of Common Stock or deferred stock units that certain of our non-employee directors elected to receive in lieu of the cash portion of the annual service retainer. In accordance with SEC rules, such amounts are shown in the column “Fees Earned or Paid in Cash”. Restricted stock carries the same voting and other dividend rights as shares outstanding. Deferred stock units are credited with dividend equivalents as and when dividends are paid, subject to any applicable vesting requirements associated with the award.

- (2) The following table shows the aggregate number of shares of restricted stock and unvested and vested deferred stock units held by each of our non-employee directors as of December 31, 2022. All restricted stock awards and unvested deferred stock units reported in the table below will vest in full on May 10, 2023.

Name	Restricted Stock Awards (#)	Unvested Deferred Stock Units (#)	Vested Deferred Stock Units (#)
Edward C. Bernard		815	6,414
H. Paulett Eberhart		815	6,464
William F. Glavin, Jr.		815	19,035
Allison H. Mnookin		815	3,889
Anne M. Mulcahy	814	—	—
James S. Putnam		815	12,139
Richard P. Schiffer		815	24,631
Corey E. Thomas		815	9,650

- (3) This amount includes the value of fully vested shares of Common Stock or, as described below, deferred stock units that the director elected to receive in lieu of the cash portion of the director's annual service retainer. The aggregate grant date fair value of these shares and deferred stock units, as determined under FASB ASC Topic 718, was determined by multiplying the number of shares underlying the award by \$173.78, which was the closing price per share of our Common Stock on the grant date. Each of Messrs. Bernard, Glavin, Schiffer and Thomas delivered a written deferral election under the Deferred Plan pursuant to which the director elected to defer receipt of the cash portion of the annual service retainer and instead receive deferred stock units of equivalent value.
- (4) Each of Messrs. Bernard, Glavin, Putnam, Schiffer and Thomas and Mses. Eberhart and Mnookin delivered a written deferral election under the Deferred Plan pursuant to which the director elected to defer receipt of the equity portion of his or her annual service retainer and instead receive deferred stock units of equivalent value.

Compensation Discussion and Analysis

Executive Summary

This Compensation Discussion and Analysis (“CD&A”) describes the actions taken by the Compensation Committee with respect to 2022 compensation for our executive officers, including our named executive officers (“NEOs”). Under SEC rules, our NEOs for 2022 were:

Executive	Title
Dan H. Arnold	President and Chief Executive Officer
Matthew J. Audette	Chief Financial Officer
Dayton Semerjian ⁽¹⁾	Managing Director, Chief Customer Care Officer
Kabir Sethi ⁽²⁾	Managing Director, Chief Product Officer
Richard Steinmeier	Managing Director, Divisional President, Business Development
Edward Fandrey ⁽³⁾	Former Managing Director, Divisional President, Advisor Solutions

(1) Mr. Semerjian will be departing the Company in March 2023.

(2) Mr. Sethi commenced employment with us as Managing Director, Chief Product Officer on April 30, 2022.

(3) Mr. Fandrey commenced employment with us as Managing Director, Divisional President, Advisor Solutions on January 19, 2021. He terminated employment with the Company effective April 29, 2022.

Summary of 2022 Corporate Performance

The following summary of the Company’s corporate performance is intended to provide additional context for the Compensation Committee’s evaluation of the Company’s performance in 2022 for compensation-related purposes. As discussed below, the Compensation Committee established a bonus pool funding framework in January 2022 that assigned equal weighting to achievement of the Company’s financial performance targets and its pre-established 2022 corporate goals based on pre-specified objectives and key results (the “2022 OKRs”), with the Committee retaining a limited amount of discretion to adjust bonus pool funding up or down based on its assessment of key drivers of the Company’s performance.

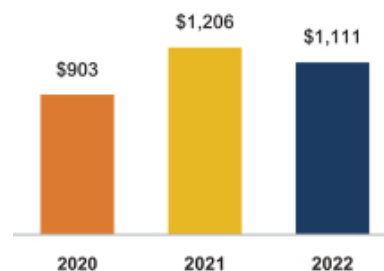
The Company delivered solid business and financial results in 2022. The Company’s total advisory and brokerage assets were \$1.1 trillion as of December 31, 2022, which represented a decrease of 8% year-over-year. This decrease was driven primarily by equity market depreciation, which more than offset our continued organic growth. Total organic net new assets were \$96 billion for the year, translating to an 8% growth rate. Organic growth was driven by strength in both our traditional and new markets, as the Company made progress in enhancing its value proposition for advisors. Continued organic growth, combined with a more favorable interest rate environment and expense discipline, led to solid financial performance.

The Company’s gross profit was \$3.19 billion for the year ended December 31, 2022, an increase of 30% from 2021. Core general and administrative expense (“Core G&A”) increased 13% from the prior year to \$1.19 billion for the year ended December 31, 2022, which was within the Company’s target range for 2022. The gross profit and Core G&A results contributed to EBITDA of \$1.53 billion and Adjusted EBITDA of \$1.61 billion, increases of 63% and 54%, respectively, as compared to the prior year. Gross profit, Core G&A, EBITDA and Adjusted EBITDA are non-GAAP financial measures that are described under “*Non-GAAP Financial Measures*” in Appendix A. The Company’s strong financial performance in 2022 was reflected in share price appreciation of 36% over the 12-month period. For additional discussion and analysis of the Company’s 2022 financial performance, please refer to the Annual Report.

As discussed below, the Compensation Committee determined that the Company's financial performance for 2022 exceeded target goals and the collective level of achievement of the 2022 OKRs partially met target. As a result, the 2022 bonus pool was funded above target level and the annual cash bonus awards to our NEOs (as well as to our other executive officers and employees) were generally paid at target level, or above target level for high performing employees, including our NEOs. This approach is consistent with our compensation philosophy and past practice.

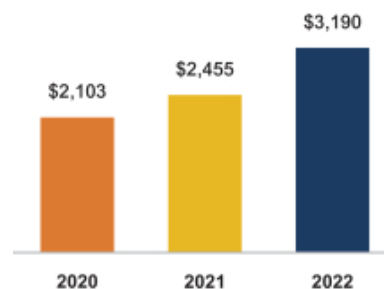
Total advisory and brokerage assets, which reflect net new assets in addition to market movement, were \$1,111 billion as of December 31, 2022, an 8% decrease from the prior year balance of \$1,206 billion. Total net new assets in 2022 were \$96 billion.

**Total Advisory and Brokerage Assets
(\$ in billions)**



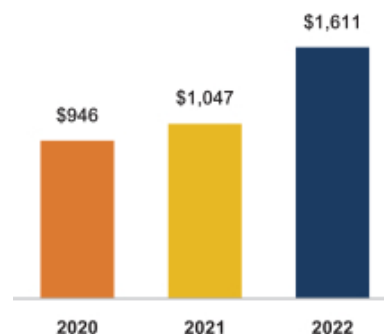
Gross profit increased to \$3.19 billion in 2022, up 30% from the prior year, primarily driven by an increase in client cash revenue as a result of higher interest rates.

**Gross Profit
(\$ in millions)**



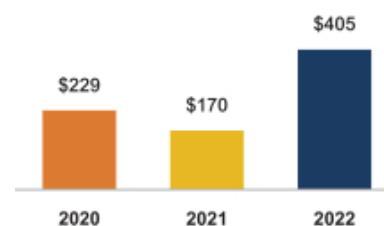
The increase in the Company's gross profit during 2022 outpaced the increase in Core G&A, leading to Adjusted EBITDA of \$1.61 billion. This result was up 54% year-over-year and above our 2022 performance target.

**Adjusted EBITDA
(\$ in millions)**



\$405 million of capital was returned to shareholders in 2022, through \$80 million of dividends and \$325 million of share repurchases.

Capital Returned to Shareholders
(\$ in millions)



Compensation Philosophy

Under the oversight of the Compensation Committee, our executive compensation program rewards sustained positive financial and operating performance. Our executive compensation program is designed to align our executives' compensation to the performance of the Company while avoiding practices that may create unwarranted risk.

The design and operation of our executive compensation program reflect the following basic objectives:

- aligning the interests of our executive officers with the interests of our Company and its stakeholders;
- linking our executive officers' compensation to the achievement of both short-term and long-term strategic and operational goals; and
- attracting, motivating and retaining highly qualified executive officers who are passionate about the mission of our Company.

We seek to achieve these objectives through the following guiding compensation principles:

- paying compensation that is competitive with that offered for similar positions within our peer companies;
- striking an appropriate balance between current and long-term compensation, as well as cash- and equity-based compensation;
- linking short-term and long-term total compensation largely to objective and quantifiable performance measures;
- rewarding Company and business unit performance, as well as individual performance and potential; and
- using equity-based compensation for a significant portion of total compensation.

Compensation Governance

In order to implement our compensation philosophy, and to promote strong governance and alignment with stakeholder interests, we do the following:

- ✓ maintain a pay mix that weights variable, performance-based compensation more heavily than fixed compensation;
- ✓ maintain stock ownership guidelines for executives;
- ✓ maintain a compensation claw-back policy that enables the Company to recoup cash and equity incentive compensation from executive officers in the event of certain financial restatements;
- ✓ retain an independent compensation consultant engaged by, and reporting directly to, the Compensation Committee;
- ✓ benchmark executive compensation against peers with which we compete for talent;
- ✓ conduct annual risk assessments of our executive compensation policies and practices;
- ✓ hold an annual stockholder "say-on-pay" vote; and
- ✓ hold Compensation Committee executive sessions without management present.

In addition, we **do not** do the following:

- ✗ re-price stock options without stockholder approval;
- ✗ permit hedging transactions or short sales by executives;
- ✗ permit pledging or holding company stock in a margin account by executives;
- ✗ enter into individual employment agreements;
- ✗ provide excise tax gross-ups to executives; or
- ✗ grant “spring-loaded” equity awards, which deliberately take advantage of material non-public information to enhance the value awarded to recipients.

We have designed our compensation practices to align with competitive market practices, strengthen the alignment between compensation paid and Company performance, and provide transparency for our employees and investors. These practices are discussed below.

Components of Compensation

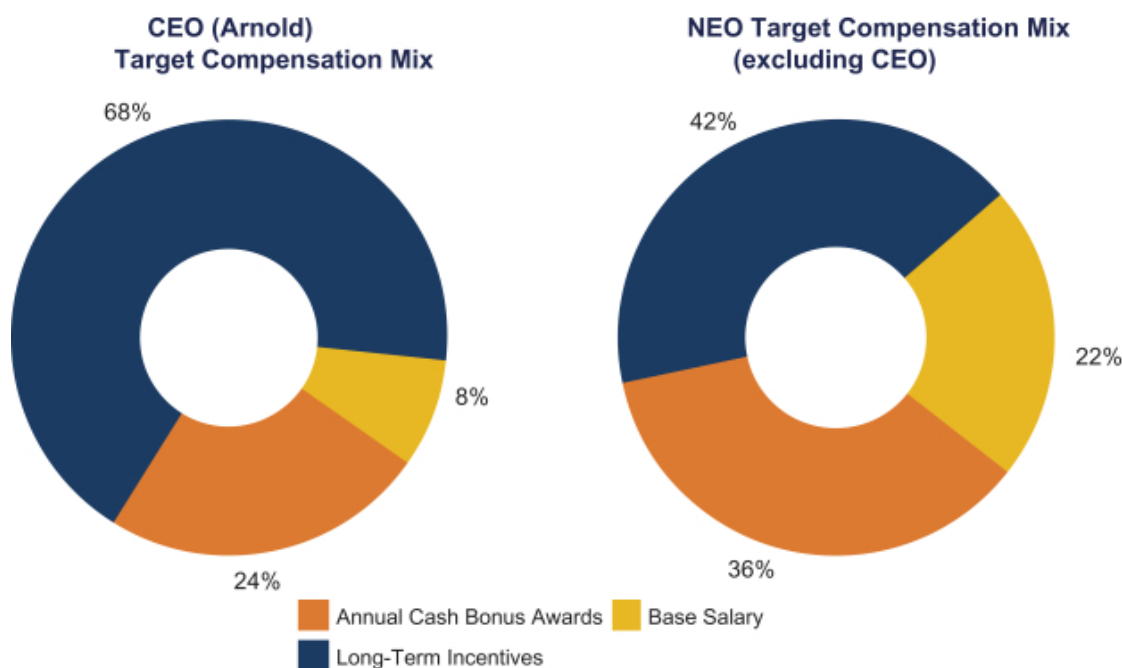
The core components of our executive compensation program are:

- base salary;
- annual cash bonus awards;
- long-term equity incentive (“LTI”) awards; and
- severance and change-in-control benefits.

The Compensation Committee retains flexibility to determine the appropriate level and mix of the various compensation components consistent with our business needs. The mix of compensation components is intended to provide our NEOs with a competitive total compensation package that both rewards short-term results and drives long-term corporate performance.

Our variable compensation components consist of: (1) annual cash bonus awards that incentivize our NEOs to achieve pre-determined annual Company goals and individual performance with respect to such Company goals and (2) long-term equity incentive awards that incentivize our NEOs to increase stockholder value over a sustained period of time and to achieve pre-determined long-term Company performance goals, which align the interests of our NEOs with the interests of our stockholders.

The charts below show that variable compensation comprised 92% of Mr. Arnold’s 2022 total target compensation mix and 78% of our other NEOs’ 2022 average total target compensation mix. Total target compensation consists of base salary, target annual cash bonus and the target annual LTI awards, with performance stock units valued at target.



Base Salary

We pay our NEOs base salaries in order to provide a level of competitive and stable income. The base salaries of our NEOs are set based on the responsibilities of the individual, taking into account the individual's skills, experience and prior compensation levels, as well as market compensation levels of our peer group and other survey data, as described below. The Compensation Committee reviews base salaries for our NEOs annually, although salary changes may occur on a less frequent basis.

Generally, the Compensation Committee will increase an NEO's base salary when individual performance, job scope or market compensation data indicate that an increase is warranted. As the responsibilities of our NEOs continue to increase in the future, the Compensation Committee generally plans to adjust compensation through increases in the size of LTI awards and, to a lesser extent, annual cash bonus opportunities, rather than through adjustments to base salaries.

With regard to our NEOs' base salaries for 2022:

- Mr. Arnold's base salary increased from \$900,000 to \$925,000;
- The base salaries of Messrs. Audette, Fandrey and Semerjian were unchanged from 2021 at \$600,000, \$500,000 and \$500,000, respectively;
- Mr. Sethi's base salary of \$500,000 was set at the time he joined us on April 30, 2022; and
- Mr. Steinmeier's base salary increased from \$500,000 to \$550,000.

In increasing Mr. Arnold's and Mr. Steinmeier's base salaries, the Compensation Committee considered the competitiveness and mix of each executive's total compensation opportunity based on benchmarking data prepared by the Compensation Consultant. This benchmarking data included compensation data for comparable roles at relevant peer companies and other survey data, as described further in the "Benchmarking" section ("Benchmarking Data").

In determining that the salaries of Messrs. Audette, Fandrey and Semerjian remained appropriate, the Compensation Committee considered, among other things, the competitiveness and mix of each executive's total compensation opportunity based on the Benchmarking Data.

In setting Mr. Sethi's base salary, the Compensation Committee considered his expertise, the nature and scope of his responsibilities at the Company and his

experience prior to joining the Company, as well as Benchmarking Data and internal equity considerations.

The 2022 salaries for all of our NEOs appear in the Summary Compensation Table that follows this CD&A.

Annual Cash Bonus Awards

We provide annual cash bonus awards in order to tie a significant portion of the overall cash compensation of each of our NEOs to the achievement of annually established, key short-term corporate objectives and financial goals of the Company. See "Bonus Pool Funding Framework" and "2022 OKRs Performance Evaluation" below for a description of these objectives and goals and our 2022 performance against them. The Compensation Committee believes that our NEOs, as key members of the Company's leadership team, share responsibility for supporting the corporate and financial goals and performance of the Company.

At the beginning of 2022, the Compensation Committee established:

- target award amounts for each NEO (other than Mr. Sethi, whose target award amount was set at the time he joined us in April 2022 based on the same factors described above under "Base Salary"); and
- a bonus pool funding framework that provided a potential range of bonus pool funding based on the level of achievement of the Company's 2022 financial performance goals and 2022 OKRs, which were approved by the Board.

Target Award Amounts

The Compensation Committee sets each NEO's individual target award amount by taking into account the Benchmarking Data, the nature of the NEO's role and the NEO's potential contribution to the execution of the Company's overall performance goals, rather than focusing only on their individual business unit or function.

Bonus Pool Funding Framework

In establishing the 2022 bonus pool funding framework at the beginning of 2022, the Compensation Committee maintained the same general approach to assessing corporate performance that it has used since 2018. In this approach, bonus pool funding is determined by the Compensation Committee based on the Company's achievement of pre-established financial and

corporate goals, with a limited amount of discretion reserved for the Compensation Committee to adjust funding based on its assessments of key drivers of performance.

Consistent with its historical practice, the Compensation Committee selected Adjusted EBITDA as the primary metric to evaluate the Company's financial performance in 2022. In addition, the Compensation Committee again selected relative total shareholder return ("TSR") as a secondary metric to evaluate the Company's financial performance in 2022, and determined that the Company's TSR for 2022 would be measured relative to a comparator group consisting of companies in the (1) Asset Management & Custody Banks and (2) Investment Banking & Brokerage Sub-Industry classifications of the Standard & Poor's 1500 Capital Markets Industry classification (the "Comparator Group"), the same comparator group used in 2021. In setting these financial performance metrics, the Compensation Committee believed that Adjusted EBITDA continued to serve as a useful metric in assessing the Company's earnings from operations because it excludes certain items that are not representative of the performance of the Company's core business, such as share-based compensation and the net impact of certain acquisitions. The Compensation Committee introduced relative TSR as a secondary metric in 2021 because it believed it is useful for assessing the Company's financial performance relative to companies facing a similar level of macroeconomic sensitivity.

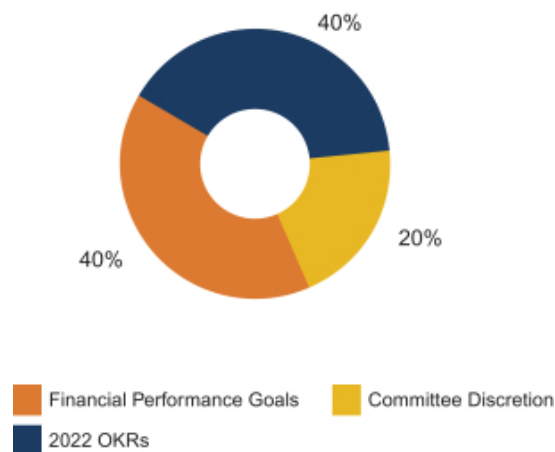
In addition to financial performance, the Compensation Committee assessed the following five 2022 OKRs under the bonus pool funding framework, which were approved by the Board of Directors at the beginning of the year along with underlying initiatives and quantitative key results:

- Creating the perfect practice for all financial advisors (the "Growth Goal");
- Enabling advisors through industry-leading capabilities (the "Capabilities Goal");
- Delighting advisors and end-clients through a differentiated experience (the "Experience Goal");
- Helping advisors run extraordinary businesses and deliver comprehensive advice (the "Support Goal"); and
- Building a high-performing, human-centered digital enterprise (the "Enablement Goal").

To determine the bonus pool funding for 2022, the Compensation Committee assigned the following baseline weightings to each of its components, which

reflects equal weighting of the achievement of the Company's financial performance goals and 2022 OKRs:

Baseline Criteria Weightings



The Compensation Committee assigns baseline criteria weightings assuming performance at target, with the actual amount funded with respect to each component adjusted up or down depending on performance. Target performance as it related collectively to the 2022 financial performance goals and 2022 OKRs would have yielded a 2022 bonus funding pool of \$88 million, subject to the discretion of the Compensation Committee to increase or decrease the bonus funding pool by up to 20%.

Financial Performance Goals (40% baseline weighting). The Compensation Committee established the following baseline weights for the Company's two financial performance goals:

Goal	Baseline Weight
Adjusted EBITDA Goal	30%
Relative TSR Goal	10%
Total Financial Performance	40%

For both financial performance goals, the range of potential bonus pool funding was scaled such that performance above target would yield a payout proportionately greater than the baseline and performance below target would yield a payout proportionately below the baseline. This approach was intended to ensure that the Company's 2022 financial performance was a primary driver in the funding framework.

The range of potential bonus pool funding for the Company's Adjusted EBITDA goal is illustrated in the table below:

Percentage of Target	Percent Payout
120%	150%
100%	100%
80%	50%

The Company generated Adjusted EBITDA of \$1,611 million in 2022, which was 146% of the performance target of \$1,102 million. The results were primarily driven by increases in gross profit resulting from a favorable interest rate environment. This level of achievement resulted in a funding level above target for this component of the bonus pool funding framework and was capped at the maximum payout of 150%.

In comparison, the Company generated Adjusted EBITDA of \$1,047 million in 2021, which was 115% of the performance target of \$916 million.

The range of potential bonus funding for the Company's relative TSR goal is illustrated in the table below.

Relative TSR Attained	Percent Payout
80%	150%
50%	100%
25%	50%

The Company attained a relative TSR of 93%, which was higher than the 80% performance level needed for a 150% payout. The results were driven by stock price appreciation that we believe was attributable primarily to strength in our organic growth, focused execution of our strategy and a favorable interest rate environment. This level of achievement resulted in a funding level above target for this component of the bonus pool funding framework.

The collective level of achievement of the Adjusted EBITDA goal and relative TSR goal resulted in a funding level of 60% for the financial performance component of the 2022 bonus pool funding framework, which was 20 percentage points above its baseline weighting of 40%.

2022 OKRs (40% baseline weighting). The Compensation Committee established the following weightings for the 2022 OKRs:

Goal	Baseline Weight
Growth Goal	8%
Capabilities Goal	8%
Experience Goal	8%
Support Goal	8%
Enablement Goal	8%
Total 2022 OKRs	40%

The Compensation Committee assigned equal weighting to each of the 2022 OKRs because it determined that each was a priority element of the Company's longer-term strategy.

The Committee also established a range of bonus funding per goal using the performance rating scale below, with the payout for performance ratings between the levels listed below equal to the average of the payouts between such levels.

Performance Rating	Percent Payout
Exceeds	150%
Meets	100%
Partially meets	75%

As further described under "2022 OKRs Performance Evaluation," the Compensation Committee rated:

- the Capabilities Goal and Enablement Goal as "meets;"
- the Experience Goal as "meets"/"partially meets;" and
- the Growth Goal and Support Goal as "partially meets."

The collective level of achievement of the 2022 OKRs resulted in a funding level of 35% for the 2022 OKR component of the 2022 bonus pool funding framework, which was five percentage points below its baseline weighting of 40%.

Committee Discretion (20% baseline weighting). In establishing the bonus pool funding framework in January 2022, the Compensation Committee discussed the appropriate level of discretion, if any, to be retained by the Compensation Committee to adjust bonus pool funding up or down based on its assessments of key drivers of performance. Consistent with practice in prior years, the 2022 bonus pool funding framework enabled the Committee to consider the following factors in assessing the achievement of the Company's financial performance and its corporate goals:

- macroeconomic environment;
- quality of financial results;

- competitive intensity; and
- degree of difficulty in goal achievement.

For 2022, the collective level of achievement of the Company's financial and corporate goals yielded a total bonus pool funding of approximately \$101 million. The Compensation Committee declined to exercise its discretion to increase or decrease the level of 2022 bonus pool funding. However, to promote long-term retention, it determined to shift a

portion of the pool funding to increase the aggregate grant date value of annual equity awards to employees at the level of vice president and above by approximately \$2 million. This shift reduced the cash bonus pool to \$99 million, which was 6.1% of Adjusted EBITDA in 2022, compared to 8.2% of Adjusted EBITDA in 2021. Bonuses to our NEOs, other executive officers and employees of the Company were paid from this pool.

2022 OKRs Performance Evaluation

At the beginning of 2022, our Board determined, with the input of the Company's chief executive officer, the 2022 OKRs described above. As further discussed below, the Compensation Committee determined that the collective level of achievement of the 2022 OKRs partially met target.

2022 OKRs

Performance Commentary

Creating the perfect practice for all financial advisors (the "Growth Goal")

Partially Meets Target. Organic net new assets of \$96 billion represented an 8% growth rate, compared to 13% in 2021. Recruited assets were \$82 billion compared to \$89 billion in 2021 as macroeconomic conditions and geopolitical headwinds adversely impacted core recruiting and a longer-than-expected sales cycle adversely impacted recruited assets from large financial institutions. Attrition of 1.7% was favorable to goal. However, same store sales fell short of target largely as a result of macroeconomic volatility.

Enabling advisors through industry-leading capabilities (the "Capabilities Goal")

Meets Target. Management actions expanded revenue opportunities in emerging product lines, and strong sales per day contributed to favorable asset monetization. Net promoter scores ("NPS") related to products and platforms were slightly below target but contributed to positive NPS performance overall.

Delight advisors and end-clients through a differentiated experience (the "Experience Goal")

Meets Target / Partially Meets Target. Advisor attrition of 1.7% was favorable to target of 2%. Same store sales improved throughout the year after experiencing macro headwinds during the first half of 2022 but only partially met target at year-end. NPS increased year-over-year and reflected improvement in service, compliance, technology and relationship management. Cost to serve per advisor increased due to accelerated investment plans and incremental hiring to support service levels.

Helping advisors run extraordinary businesses and deliver comprehensive advice (the "Support Goal")

Partially Meets Target. As of December 31, 2022, the Company had approximately 4,500 subscriptions for LPL Business Solutions compared to approximately 3,000 subscriptions as of December 31, 2021. Planning and advice subscriptions accelerated during the second half of 2022 but fell short of full-year performance targets.

Building a high-performing, human-centered digital enterprise (the "Enablement Goal")

Meets Target. The Company improved year-over-year on its annual employee engagement survey, achieving our corporate goal and highest engagement score to date. The DEI program continued to make progress on AVP+ representation goals, and increased diversity retention efforts resulted in a favorable attrition trend by year-end.

As we look forward to 2023, the Board has recommitted our management team to goal categories that are based on the Company's strategy and generally consistent with those adopted in 2022, with additional weight given to the goals related to our organic growth and client experience.

Individual Cash Bonus Award Determinations

The Compensation Committee evaluates each NEO's contribution to the Company's overall performance, as well as the NEO's individual performance with respect to Company goals under the bonus program. In determining whether and to what extent bonuses are paid, the Compensation Committee takes into account discussions with management and the Compensation Consultant. The Compensation Committee also reviews management's proposed framework for distribution of the annual bonus pool by job level, which is designed to scale bonus payouts for senior executives up or down based on Company performance to a greater extent than other employees' bonuses are scaled up or down. As a result, the bonus payout percentage in 2022 for job levels of managing director and above, which includes our NEOs, was designed to be higher than our bonus pool funding percentage compared to target. For additional information, including the assessment process for our chief executive officer, please see "How Compensation Decisions Were Made" in the CD&A.

The Compensation Committee has discretion to pay bonuses above or below the established targets based upon its assessment of each NEO's contributions, performance and potential, and other considerations such as internal pay equity.

Our chief financial officer provided updates on the Company's actual performance compared to its financial and corporate goals for 2022 at each quarterly meeting of the Compensation Committee, and he also presented updates at a meeting of the Compensation Committee in January 2023. In February 2023, the Compensation Committee reviewed the individual performance in 2022 of each of our NEOs, including their respective contributions to the Company's overall performance against its financial and corporate goals. The Compensation Consultant participated in each of the meetings.

Based primarily on these assessments, the Compensation Committee exercised its discretion to award annual cash bonuses (1) to Messrs. Arnold, Audette, Sethi and Steinmeier above their respective target award amounts for 2022, and (2) to Mr. Semerjian at his target award amount for 2022. Mr. Fandrey, who terminated employment with the Company in April 2022, did not receive a cash bonus for 2022. In making its individual determinations, the Compensation Committee considered the collective level of achievement of the Company's financial and corporate goals and each such NEO's individual performance, including against applicable 2022 OKRs:

- Mr. Arnold's leadership of the Company through shifting industry, competitive and macro environment pressures in order to deliver strong core business results aligned to the Company's longer-term strategic vision and cultural evolution;
- Mr. Audette's success in addressing opportunities and challenges in the market to drive strong financial results and improve the strategic positioning of our model, as well as his leadership of our acquisition strategy and of our execution of business service offerings to advisors;
- Mr. Semerjian's continued transformation of our service model into an omni-channel approach, which increased automation, operational efficiency and employee engagement while lowering employee attrition;
- Mr. Sethi's leadership in advancing our vision for a client-centric product organization, supporting our technology products and wealth management platforms; and
- Mr. Steinmeier's contribution to performance of our Growth Goal, as well as his role operationalizing our vision for new business line affiliation models, which have become an important contributor to our organic growth and have been instrumental in developing our enterprise-wide strategy for addressing the bank wealth management market.

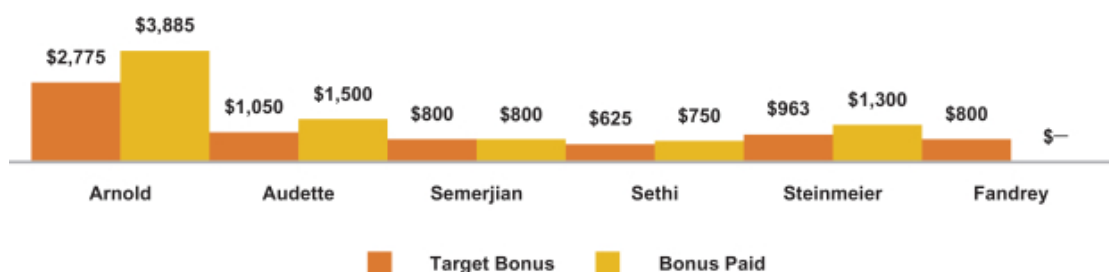
The table and chart below show the target annual cash bonus award opportunity established for each of our NEOs at the beginning of 2022, as well as the actual cash bonus awarded to each of our NEOs for 2022 (paid on March 10, 2023), as determined by the Compensation Committee.

NEO	Target Award	Target Award as a Percentage of Base Salary	Cash Bonus	Cash Bonus Awarded as a Percentage of Base Salary	Cash Bonus Awarded as a Percentage of Target Award
Dan H. Arnold	\$2,775,000	300%	\$3,885,000	420%	140%
Matthew J. Audette	\$1,050,000	175%	\$1,500,000	250%	143%
Dayton Semerjian	\$ 800,000	160%	\$ 800,000	160%	100%
Kabir Sethi	\$ 625,000 ⁽¹⁾	125%	\$ 750,000	150%	120%
Richard Steinmeier	\$ 962,500	175%	\$1,300,000	236%	135%
Edward Fandrey	\$ 800,000	160%	\$ — ⁽²⁾	—%	—%

(1) Mr. Sethi's target award was set in his January 2022 offer letter.

(2) Mr. Fandrey departed the Company effective April 29, 2022 and did not receive a cash bonus for 2022.

**Annual Cash Bonus Awards
(\$ in thousands)**



Long-Term Equity Incentive Awards

The purposes of our LTI program are to promote the achievement of corporate goals that drive long-term stockholder value, to align the interests of our executive officers and other key employees with those of our stakeholders and to retain key executives. Our LTI program is critical to our efforts to hire and retain the best talent in the financial services industry.

At the beginning of each year, the Compensation Committee establishes annual LTI award targets for executive officers after reviewing the recommendations of our chief executive officer (for NEOs other than himself) and additional information, including Benchmarking Data. Annual target award amounts are based on an executive's position, including job responsibilities, and base salary, after consideration of Benchmarking Data and prior awards to the executive.

After the conclusion of the year, the Compensation Committee determines the actual amounts of the LTI award to be granted to each of our NEOs. Because

the value of the LTI awards depends on the Company's longer-term performance, LTI awards are an element of our executive retention strategy. In determining the LTI awards, the Compensation Committee takes into account discussions with management and the Compensation Consultant, and an NEO's actual LTI award may vary from the target amount previously established for that executive by the Compensation Committee.

In accordance with SEC rules, the equity awards shown in our Summary Compensation Table and Grants of Plan-Based Awards Table reflect LTI awards that were granted during the 2022 calendar year. The awards shown in such tables include the LTI awards granted in February 2022 described below but not the LTI awards granted in February 2023, which we also describe below.

LTI Awards in 2022

In February 2022, the Compensation Committee approved annual equity grants to our NEOs (except for Mr. Sethi, whose annual equity grant in 2022 is described below, and Mr. Fandrey, who did not

receive an equity grant in 2022). These awards were based on each NEO's 2021 LTI award target, as well as his individual performance during 2021 and over time, leadership responsibilities and potential, as well as retention considerations.

The annual equity grant to Mr. Arnold consisted of 70% performance stock units ("PSUs") and 30% time-based restricted stock units ("RSUs"), and annual equity grants to Messrs. Audette, Semerjian, Sethi (excluding his sign-on award, described below) and Steinmeier consisted of 60% PSUs and 40% RSUs (such percentages in each case determined based on grant date value, assuming target performance for PSUs). We believe that this blended approach provided appropriate incentives for long-term stockholder value creation while also serving as a retention tool for the Company. We also believe that the use of PSUs aligned with our pay-for-performance principles and put appropriate focus on long-term alignment and pay relative both to market peers and stockholder returns.

Pursuant to the terms of his offer letter, in May 2022 Mr. Sethi received a grant of 2,705 PSUs and 12,108 RSUs. Such PSUs and 1,803 of the RSUs represented Mr. Sethi's 2022 annual equity grant. The remaining 10,305 RSUs, which vest ratably over three years, represented Mr. Sethi's sign-on award. The sign-on award reflected the results of negotiations in recruiting Mr. Sethi to accept employment with the Company, and was intended to address the value and liquidity of equity awards he forfeited when he left his previous employer. Mr. Sethi's annual grant and sign-on award were approved separately by the Compensation Committee prior to his April 30, 2022 hire date.

2022 Performance Stock Unit Awards. The PSUs granted in 2022 are eligible to become earned PSUs based on the Company's TSR relative to the Comparator Group over a three-year performance period ending on February 14, 2025 (the "Performance Period"). The number of earned PSUs is based on the Company's relative ranking between the 25th and 80th percentiles of the Comparator Group's TSR results. For the PSUs granted in 2022, the Compensation Committee continued to use the Comparator Group described above under "Bonus Pool Funding Framework."

Based on the Company's relative performance, the number of earned PSUs can range between 0% (below threshold) and 200% (maximum) of the target award as shown below:

Performance Level	3-Year Relative TSR Percentile Rank (based on Comparator Group)	Common Shares Earned (as a % of Target)
Maximum	80 th	200%
Target	50 th	100%
Threshold	25 th	50%
Below Threshold	Below 25 th	0%

If the TSR Percentile Rank is greater than 25th but less than 80th, the number of earned PSUs will be interpolated on a straight-line basis between performance levels. The beginning and ending share price for TSR calculations will be based on the average closing price of our Common Stock for the trailing 30 consecutive trading days including each of the beginning and end dates of the Performance Period. Earned PSUs become vested on the later of the third anniversary of the grant date and the date on which the Compensation Committee certifies achievement of the performance criteria associated with the award. The number of earned PSUs is capped at 100% of the target award if the Company's TSR is negative over the Performance Period.

In granting PSUs in 2022, the Compensation Committee calculated the number of shares underlying each award using a price per share equal to the average closing price of our Common Stock for the trailing 30 consecutive trading days including the grant date. This approach was intended to mitigate the effect of stock price volatility.

2022 Restricted Stock Unit Awards. Each RSU granted in 2022 entitles the grantee to receive one share of our Common Stock upon vesting. RSUs granted to our NEOs vest over time in three equal annual installments. In granting RSUs in 2022, the Compensation Committee calculated the number of shares underlying each award using a price per share equal to the average closing price of our Common Stock for the trailing 30 consecutive trading days including the grant date, consistent with the approach for PSUs.

LTI Awards in 2023

For 2022, the Compensation Committee established annual LTI award targets for our NEOs that ranged from 175% to 865% of base salary.

In February 2023, our chief executive officer and chief human capital officer met with the Compensation Committee and discussed the target award previously set by the Compensation Committee for each NEO,

as well as each NEO's individual performance both during 2022 and over time, leadership responsibilities and potential, and retention considerations. The Compensation Consultant participated in the meeting.

Based on these considerations, including those listed under "Individual Cash Bonus Award Determinations,"

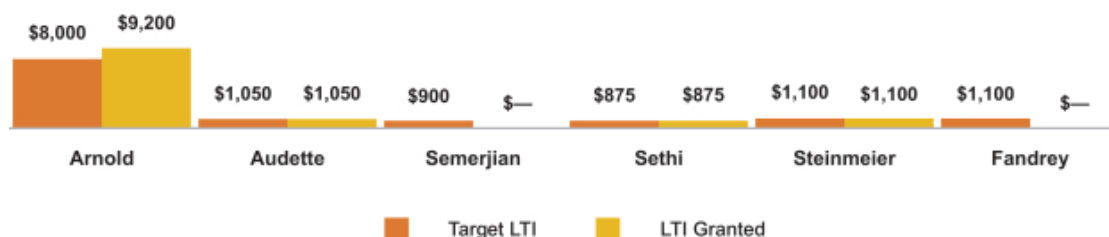
for 2022 the Compensation Committee exercised its discretion to award LTI above the target award amount for Mr. Arnold and at the target award amount for Messrs. Audette, Sethi and Steinmeier. The Compensation Committee did not award Mr. Semerjian LTI in 2023 in light of his pending departure from the Company.

The table and chart below show the target LTI award established for each of our NEOs for 2022, as well as the actual LTI award granted to our NEOs in February 2023 for 2022 performance, in each case as determined by the Compensation Committee:

Executive	2022 Annual Base Salary	LTI Target % of Base Salary	LTI Target \$	LTI \$ Granted ⁽¹⁾	LTI as % of Target
Dan H. Arnold	\$ 925,000	865%	\$8,000,000	\$9,200,000	115%
Matthew J. Audette	\$ 600,000	175%	\$1,050,000	\$1,050,000	100%
Dayton Semerjian	\$ 500,000	180%	\$ 900,000	\$ —	—%
Kabir Sethi	\$ 500,000	175%	\$ 875,000	\$ 875,000	100%
Richard Steinmeier	\$ 550,000	200%	\$1,100,000	\$1,100,000	100%
Edward Fandrey	\$ 500,000	220%	\$1,100,000	\$ —	—%

(1) These LTI awards were granted on February 25, 2023 for services provided during fiscal year 2022. Mr. Arnold received 70% of his LTI award as PSUs and 30% as RSUs. The other NEOs received 60% of their awards as PSUs and 40% as RSUs. PSUs are eligible to become earned and vested based on the achievement of performance criteria over a three-year period, as described above. RSUs are scheduled to vest in equal annual installments over a three-year period.

Long-Term Incentive Awards (\$ in thousands)



For the PSUs granted in 2023, the Comparator Group, payout range and performance period length remained the same as the PSUs granted in 2022. Beginning with PSUs granted in 2022, the start of the three-year performance period shifted to February 15 rather than January 1. The rationale for this shift was to more closely align the start date of the performance period with the grant date of the awards, in order to reduce potential variance between the award value approved by the Compensation Committee and the grant date fair value, which is the value assigned to the PSUs for purposes of the Summary Compensation Table. The performance period for the PSUs granted in 2023 will end on February 14, 2026.

Because the NEO LTI awards described in the table above were granted in 2023, they are not reflected in

our Summary Compensation Table or Grants of Plan-Based Awards Table.

Payout of 2020 PSUs

In February 2020, the Compensation Committee granted PSUs with terms substantially similar to the 2022 PSUs described above. Each of Messrs. Arnold, Audette, Semerjian and Steinmeier received an award of PSUs in 2020, the Performance Period for which ended on December 31, 2022. The Company's TSR during this Performance Period ranked in the 97th percentile of the Comparator Group, which resulted in a number of earned PSUs of 200% of the target award for each of Messrs. Arnold, Audette, Semerjian and Steinmeier. The earned PSUs vested on February 25, 2023.

Effect of Termination of Employment and Retirement on Equity Awards

Unvested stock options, RSUs and PSUs generally are forfeited if an NEO voluntarily leaves the Company other than upon retirement. In the event of retirement, stock options and RSUs granted before 2023 will become fully vested, and RSUs granted in 2023 or after will remain outstanding and continue to vest according to their original vesting schedule, subject to the terms of the underlying award agreement and compliance with applicable non-competition and other restrictive covenants. Stock options will generally remain exercisable for a period of two years following retirement and PSUs will generally remain outstanding and eligible to become earned PSUs based on the PSU relative TSR performance at the end of the performance period but credited on a pro rata basis (based on the number of days employed with the Company over the performance period). "Retirement" means the termination of employment other than for cause following either:

- attainment of age 65 and completion of five years of continuous service with the Company; or
- attainment of age 55 and completion of ten years of continuous service with the Company.

Mr. Arnold has attained the age of 55 and completed more than ten years of continuous service with the Company and therefore is retirement eligible. No other NEO was retirement-eligible as of December 31, 2022.

Additional Compensation Elements

Severance and Change-in-Control Benefits

Our Executive Severance Plan enables us to offer protection to our NEOs in the event their employment with us is involuntarily terminated by the Company or is terminated for good reason by the executive (each, a "qualifying termination"). We believe that providing these benefits helps us compete for executive talent and may help us retain current key employees. All of our NEOs are eligible for severance benefits under the Executive Severance Plan. In connection with the termination of his employment without cause by the Company in 2022, Mr. Fandrey received severance benefits pursuant to the terms of our Executive Severance Plan, including the acceleration of a portion of the RSUs held by Mr. Fandrey at the time of his separation. This RSU acceleration was required

by the terms of the Executive Severance Plan, which was in place at the time the RSUs were granted to Mr. Fandrey in 2021, and was not a benefit newly negotiated by Mr. Fandrey at the time of his separation. For more information please refer to the discussion under "*Potential Payments upon Termination or Change-in-Control for the Year Ended December 31, 2022.*"

Executive Perquisites

Executive perquisites are not a core component of our executive compensation program. However, we offer an executive health and wellness program as well as an executive financial services policy, pursuant to which our NEOs are eligible to receive annual reimbursement of up to \$15,000 for qualifying personal financial planning services. We also provide for reimbursement of relocation expenses in connection with an executive's work-related relocation.

Other Compensation Components

401(k) Plan. We maintain a retirement savings plan (the "401(k) Plan"), for the benefit of all eligible employees, including our NEOs. Under the terms of the 401(k) Plan, employees may elect to make pre-tax 401(k) and Roth 401(k) contributions up to the statutorily prescribed limit. We provide a match in an amount equal to 75% of an employee's elective deferral up to 8% of his or her eligible compensation on a pay period basis after six months of service. Employees may also elect to make after-tax contributions of up to \$10,000 per year. After-tax contributions are not matched. We provide this benefit to all of our eligible employees, and it is provided to our NEOs on the same basis as all other eligible employees.

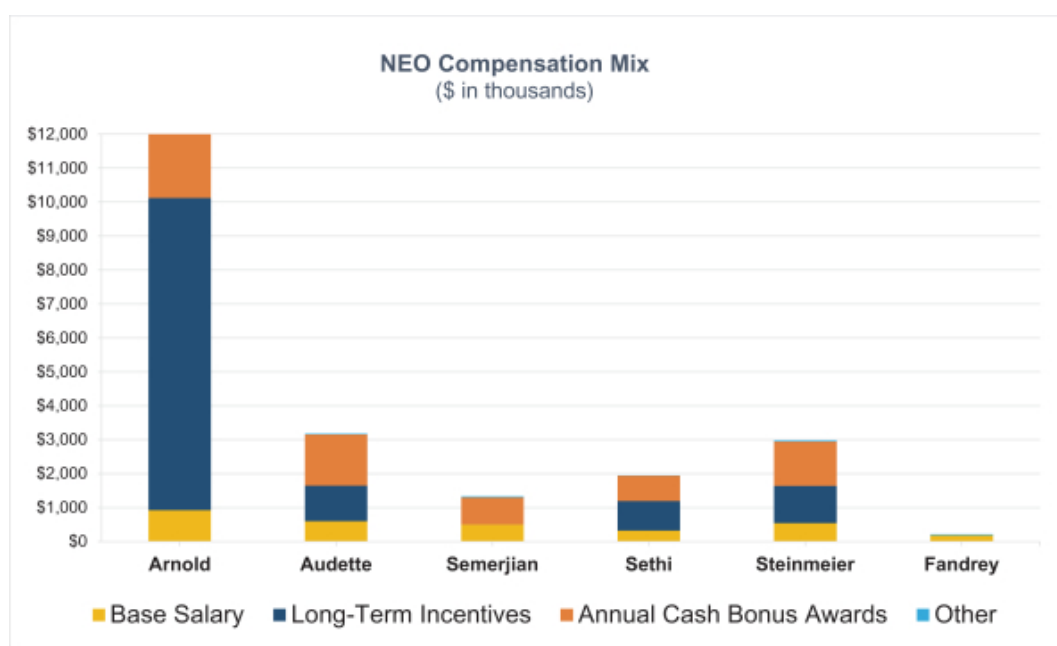
Nonqualified Deferred Compensation. In 2022, Messrs. Arnold, Audette, Fandrey and Semerjian participated in our Executive Nonqualified Excess Plan (the "Deferred Compensation Plan"). The Deferred Compensation Plan allows a select group of highly compensated or management employees to defer up to 100% of their current compensation, which includes for this purpose base salary, service bonus, performance-based compensation and commissions. Distributions of deferred amounts may be made only upon a qualifying distribution event, and at the time an election is made to defer compensation under the Deferred Compensation Plan, participants may choose, with respect to each potential qualifying distribution event, to receive amounts in either a lump sum or in equal annual installments over a number of

years (but not to exceed five years for fixed date elections or ten years for separation from service elections). Deferred amounts are credited with an investment return determined as if the amounts were invested in one or more investment funds made available by the Deferred Compensation Plan and selected by a participant. The amounts of compensation Messrs. Audette, Fandrey and Semerjian elected to defer under the Deferred Compensation Plan in 2022 are described in the table titled “Nonqualified Deferred Compensation for the Year Ended December 31, 2022.”

The chart below shows the total 2022 compensation paid or granted to our NEOs, by component, including the value of each NEO’s LTI award that was granted in February 2023 in respect of services performed in

2022 as described above under “LTI Awards in 2023,” but excluding:

- the value of the NEO’s LTI award that was granted in February 2022 in respect of services performed in 2021;
- in the case of Mr. Sethi, the value of the LTI award received in connection with joining the Company in 2022, as described above under “LTI Awards in 2022”; and
- in the case of Mr. Fandrey, the value of cash severance, outplacement services and accelerated LTI vesting in connection with his separation, as described below under “Summary Compensation Table.”



How Compensation Decisions Were Made

Role of Compensation Committee

The Compensation Committee is composed entirely of directors who meet the Nasdaq standards for independence, including the heightened standards applicable to compensation committee members. The Compensation Committee is responsible for establishing our human resources policies, including our compensation philosophy and principles, and

overseeing our executive compensation policies and program. The Compensation Committee reviews and gives final approval of the total compensation payable to each of our NEOs, as well as the structure and implementation of the Company’s overall compensation programs. In establishing total target compensation levels for our NEOs, the Compensation Committee, with input from the Compensation Consultant, determines the ranges of market compensation that it believes will enable us to effectively compete for and retain high-performing,

qualified executives. The Compensation Committee's charter sets forth its responsibilities.

CEO Assessment Process

At the beginning of each year, our chief executive officer sets and reviews with the Board his priorities for the year based on the corporate goals approved by our Board and additional feedback from our non-employee directors. For 2022, Mr. Arnold's priorities related to the Company's strategic direction, cultural transformation and accountability for executing plans to deliver value to its stakeholders, as well as personal development goals related to his position as chief executive officer.

At the end of each year, the Compensation Committee requests that our chief executive officer prepare a written self-evaluation of performance against the year's corporate goals and CEO priorities. The chair of the Compensation Committee distributes the completed self-evaluation to each non-employee director, who completes an assessment of the chief executive officer's performance relative to these priorities.

Our chief human capital officer provides a summary of the results of the assessments to each of the non-employee directors, including the members of the Compensation Committee, who consider the chief executive officer's self-evaluation and the results of the non-employee directors' assessments in evaluating the chief executive officer's performance for the year. The materials are also discussed by the Board in an executive session led by the chair of the Compensation Committee and, after such discussion, feedback and compensation decisions are provided to the chief executive officer by the chair of the Compensation Committee and the chair of the Board.

Role of Executive Officers

Prior to the beginning of each year, our executive officers develop the corporate goals and objectives that they believe should be achieved for the Company to be successful, which are approved by the Board and used by the Compensation Committee for the purpose of establishing how executive performance will be assessed for compensation-setting purposes. These objectives are derived largely from the Company's annual financial and strategic planning sessions, and are prioritized and aligned with the Company's long-term strategic plan. The objectives include both quantitative financial and operating

metrics and operational deliverables and goals. The chief financial officer provides quarterly reports to the Compensation Committee assessing the Company's performance against the corporate goals and objectives.

Our chief executive officer annually reviews the individual performance of each of his direct reports, including the NEOs (but excluding himself), and provides the Compensation Committee with evaluations of each such direct report as well as recommendations regarding such person's base salary level, annual cash bonus and LTI award. Our chief human capital officer also attends Compensation Committee meetings and assists the Compensation Committee and the chief executive officer in recommending the final compensation levels for our NEOs and other executive officers (other than herself). Both the chief executive officer and the chief human capital officer leave the meetings during discussions of compensation actions affecting them personally.

Role of Compensation Consultant

The Compensation Committee has the authority to engage its own advisors to assist it in carrying out its responsibilities. The Compensation Committee engaged the Compensation Consultant to advise it on compensation matters and provide experiential guidance on what is considered fair and competitive practice in our industry, primarily with respect to the compensation of our executive officers, and also with respect to director compensation.

In 2022, the Compensation Consultant worked directly with the Compensation Committee to develop recommendations for compensation levels for our executive officers and non-employee directors. In addition, the Compensation Consultant provided data and other information regarding competitive compensation programs and policies, as well as information concerning compensation plan design and regulatory developments. Finally, the Compensation Consultant conducted a risk assessment of the Company's executive compensation policies and practices.

The Compensation Committee has assessed the independence of the Compensation Consultant pursuant to SEC rules and has determined that the work provided by the Compensation Consultant did not raise a conflict of interest.

Benchmarking

We believe that a competitive pay package is a critical tool in our efforts to attract and retain qualified executives. The Compensation Committee's goal is to ensure that we continue to measure our compensation practices against organizations that compete with us for key executives, that are considered important benchmarks in our industry and that are comparable in size and scope to our business.

During 2022, the Compensation Committee engaged the Compensation Consultant to prepare analyses to benchmark and assess our overall compensation program and practices against marketplace standards. The Compensation Committee's purpose in requesting these analyses was to be provided with general market perspective on executive officer and director pay levels and compensation design practices, and to ensure that the Company's practices are competitive with our peers. Although the Compensation Committee believes the analyses provide a representative view of the market in which the Company competes for talent, the analyses are among several considerations used by the Compensation Committee in assessing executive and director compensation.

Working with the Compensation Consultant, the Compensation Committee reviewed each NEO's 2022 total target compensation against the compensation levels of comparable positions within our peer group, for Messrs. Arnold and Audette, or from Equilar's Executive Compensation survey covering financial services and investment services companies, for Messrs. Fandrey, Semerjian, Sethi and Steinmeier, as well as supplemental market data from asset management, data processing and investment firms. The companies within our peer group used in the review of 2022 total target compensation consisted of:

- Bread Financial Holdings, Inc. (f/k/a Alliance Data Systems Corporation)
- Ameriprise Financial, Inc.
- Broadridge Financial Solutions, Inc.
- Eaton Vance Corp.
- Franklin Resources, Inc.
- Interactive Brokers Group, Inc.
- Invesco Ltd.
- Nasdaq, Inc.
- Northern Trust Corp.
- Raymond James Financial, Inc.
- SEI Investments Company
- SS&C Technologies Holdings, Inc.
- Stifel Financial Corp.
- The Charles Schwab Corporation
- The Western Union Company

The chart below compares the 2021 revenues for and market capitalizations as of December 31, 2021 of the Company and the median of the peer group described immediately above (in billions), excluding Eaton Vance Corp., which was acquired prior to 2021 year-end:

	Revenue	Market Capitalization
Peer Group (Median)	\$ 5.6	\$ 18.7
LPL Financial Holdings Inc.	\$ 7.7	\$ 12.8

In late 2022, with the assistance of the Compensation Consultant, the Compensation Committee conducted a focused review of the size and composition of the Company's peer group in order to assist with 2022 year-end compensation decision-making and the review of 2023 total target compensation. In particular, the Compensation Committee considered the continued appropriateness of the peer companies, merger and acquisition activity affecting certain members of the peer group and additional candidates for potential inclusion in the peer group, particularly in light of the Company's talent acquisition strategies, which continuously evolve in response to market dynamics. Following this assessment, the Compensation Committee determined to amend the group by:

- removing Eaton Vance Corp.

As a result, the companies within our peer group used for 2022 year-end compensation decision-making and in the review of 2023 total target compensation consisted of:

■ Ameriprise Financial, Inc.	■ Northern Trust Corp.
■ Bread Financial Holdings, Inc. (f/k/a Alliance Data Systems Corporation)	■ Raymond James Financial, Inc.
■ Broadridge Financial Solutions, Inc.	■ SEI Investments Company
■ Franklin Resources, Inc.	■ SS&C Technologies Holdings, Inc.
■ Interactive Brokers Group, Inc.	■ Stifel Financial Corp.
■ Invesco Ltd.	■ The Charles Schwab Corporation
■ Nasdaq, Inc.	■ The Western Union Company

The chart below compares the 2022 revenues for and market capitalization as of December 31, 2022 of the Company and the median of the peer group described immediately above (in billions):

	Revenue	Market Capitalization
Peer Group (Median)	\$ 5.9	\$ 13.2
LPL Financial Holdings Inc.	\$ 8.6	\$ 17.1

Compensation Policies and Practices

No Employment Agreements

We do not have individual employment agreements with any of our executive officers, including our NEOs, although we have a practice of entering into offer letters with new executive officers that generally lay out the expected terms and conditions of their employment, including potential levels of compensation, which we did for Mr. Sethi when he commenced employment with us during 2022. Our executives serve at the will of the Board, and their rights to severance benefits following a termination of employment, if any, are determined under our Executive Severance Plan, which applies uniformly to executives at the managing director level and above.

Executive Severance Plan

Under our Executive Severance Plan, participants who experience a qualifying termination of

employment are eligible to receive continued payment of base salary for one year, an amount equal to the most recent annual bonus paid or payable to the executive and a subsidy of COBRA continuation benefits for one year.

Additional benefits, including possible accelerated vesting of equity-based awards, are described elsewhere in this proxy statement under “Potential Payments upon Termination or Change-in-Control for the Year Ended December 31, 2022.”

Equity Ownership Guidelines

We have adopted equity ownership guidelines that are intended to better align the interests of our executive officers with the interests of our stockholders. Each executive at the managing director level and above (which includes our NEOs) is required to achieve and maintain ownership of our Common Stock at a threshold equal to three times his or her base salary, while our chief executive officer is required to achieve and maintain a threshold equal to six times his base salary. Generally, executive officers have five years from the time they become an executive officer to meet the minimum ownership requirements. In 2022, with the assistance of the Compensation Consultant, the Compensation Committee reviewed and amended the equity ownership guidelines to better align with market practice and proxy advisor policy amendments. Following the amendments, the after-tax value of all unvested RSUs, as well as all outstanding shares, held by the executive count as shares for purposes of satisfying the minimum ownership requirement. Stock options and unvested PSUs do not count. Our equity ownership guidelines may be found on our website at www.lpl.com.

Each of our NEOs who was employed with the Company on March 13, 2023 satisfied the minimum ownership requirement as of such date. Under the equity ownership guidelines, an NEO is not required to purchase additional shares to satisfy the ownership requirement in the event of a decline in the Company’s stock price, but the NEO is generally prohibited from selling or transferring shares (with limited exceptions) until the minimum ownership requirement has been achieved, except as otherwise determined by the Compensation Committee.

Anti-Hedging and Anti-Pledging Policy

We believe that hedging transactions may permit executives to own Company securities obtained

through our executive compensation program or otherwise without the full risks and rewards of ownership. When that occurs, an executive may no longer have the same interests as the Company's other stockholders. As a result, we have adopted a policy, included within our Insider Trading Policy and applicable to all employees, officers, directors and consultants of the Company, which prohibits short sales, hedging or engaging in monetization transactions, including through the use of put and call options, collars, exchange funds, prepaid variable forwards, and equity swaps. The policy also prohibits holding Company securities in a margin account or pledging Company securities as collateral for a loan, because a margin or foreclosure sale may occur when an executive is aware of material nonpublic information or otherwise not permitted to trade in Common Stock.

Rule 10b5-1 Plan Policy

The Company has adopted a policy (the "10b5-1 Policy") for all executive officers and directors of the Company who adopt Rule 10b5-1 plans for trading in Company securities. The 10b5-1 Policy is designed to prevent inadvertent violations of the federal securities laws when implementing Rule 10b5-1 plans.

Recoupment Policy

We have adopted a recoupment policy that permits the Compensation Committee, in the event of a restatement of the Company's financial statements due to material noncompliance with financial reporting requirements under the securities laws, to review the annual cash bonuses, performance-based compensation and time-based equity and equity-based awards awarded or paid to executive officers 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 received 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 seek reimbursement from any of the covered executives in the amount of the excess

compensation awarded or paid. We intend to update our recoupment policy in accordance with applicable final rules adopted under the Dodd-Frank Act.

Annual Compensation Risk Assessment

The Compensation Committee annually reviews our executive compensation policies and practices to ensure that they do not encourage unnecessary and excessive risks. The Compensation Consultant provided a report in connection with the 2022 review, the results of which are discussed elsewhere in this proxy statement under "*Information Regarding Board and Committee Structure—Risk Management and Compensation Policies and Practices.*"

Say-on-Pay Feedback from Stockholders

In 2017, we held an advisory vote on the frequency with which our NEO compensation program would be submitted to our stockholders for an advisory vote, commonly referred to as a "say-on-pay" vote. Our stockholders recommended that say-on-pay votes occur every year. Each year, the Compensation Committee considers the results of the prior year's advisory vote as it reviews and determines the total compensation packages for our NEOs in the current year. We received strong support for our NEO compensation program at our 2022 annual meeting of stockholders, as more than 98% of the total votes cast on the advisory vote on say-on-pay voted to approve the proposal.

At the Annual Meeting, we will hold another advisory vote on the frequency of our say-on-pay votes. The Board is recommending that they occur every year, consistent with our current practice.

Impact of Tax Treatment on Compensation

In light of the repeal of the performance-based compensation exemption under Section 162(m) of the Internal Revenue Code, the Compensation Committee authorizes compensation that is not fully deductible if the Compensation Committee determines it to be appropriate and in the best interests of the Company and our stockholders.

Report of the Compensation and Human Resources Committee of the Board of Directors

The following independent directors, who constitute the Compensation Committee, have reviewed the Compensation Discussion and Analysis with our management and recommended that it be included in this proxy statement.

Allison H. Mnookin, Chair
Edward C. Bernard
H. Paulett Eberhart
Anne M. Mulcahy
James S. Putnam

March 30, 2023

Compensation of Named Executive Officers

Except where otherwise noted, the equity awards shown in the Summary Compensation Table and Grants of Plan-Based Awards Table for the fiscal year 2022 were granted in February 2022 in respect of services performed in 2021. Please refer to the Compensation Discussion and Analysis included in last year's proxy statement for a discussion of these awards (other than awards to Mr. Sethi, who was hired in 2022). Equity awards in respect of services performed in 2022 that were granted in 2023 do not appear in the Summary Compensation Table or Grants of Plan-Based Awards Table in accordance

with SEC rules. Please refer to the Compensation Discussion and Analysis in this proxy statement for a discussion of these awards.

The tables in the following sections of this proxy statement provide information required by the SEC regarding compensation paid to or earned by our NEOs. The footnotes to these tables provide important information to explain the values presented in the tables and are an important part of our disclosures.

Summary Compensation Table

The following table sets forth information for our NEOs concerning the total compensation for the years ended December 31, 2022, 2021 and 2020, as applicable to such NEO (or such shorter period of the NEO's service):

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Dan H. Arnold President and Chief Executive Officer	2022	920,096 (4)	—	8,906,441	3,885,000	38,853	13,750,390
	2021	892,308 (5)	—	8,569,310	3,375,000	39,250	12,875,868
	2020	850,000	—	4,171,168	2,199,375	36,170	7,256,713
Matthew J. Audette Chief Financial Officer	2022	600,000	—	1,315,344	1,500,000	30,375	3,445,719
	2021	600,000	—	1,582,270	1,365,000	37,122	3,584,392
	2020	600,000	—	1,005,422	1,192,000	27,611	2,825,033
Dayton Semerjian Managing Director, Chief Customer Care Officer	2022	500,000	—	1,127,386	800,000	30,383	2,457,769
	2021	500,000	—	1,203,938	800,000	40,182	2,544,120
	2020	500,000	—	788,991	922,000	102,496	2,313,487
Kabir Sethi (6) Managing Director, Chief Product Officer	2022	319,231 (7)	—	2,864,050 (8)	750,000	4,135	3,937,416
Richard Steinmeier Managing Director, Divisional President	2022	540,192 (9)	—	1,440,671	1,300,000	32,751	3,313,614
	2021	500,000	—	1,788,720	1,280,000	28,384	3,597,104
	2020	493,716 (10)	—	883,689	982,000	80,841	2,440,246
Edward Fandrey (11) Former Managing Director, Divisional President	2022	182,692 (12)	—	2,365,846 (13)	—	1,022,872 (14)	3,571,410
	2021	459,615 (15)	400,000 (16)	4,751,056 (17)	640,000	543,695	6,794,366

- (1) Represents the aggregate grant date fair value of PSUs and RSUs, in each case computed in accordance with FASB ASC Topic 718 and, in the case of PSUs, based on the probable outcome of the performance conditions associated with such awards on the grant date. The aggregate grant date fair value of RSUs was determined using the closing price of our Common Stock on the grant date. The fair value of PSUs is estimated using a Monte-Carlo simulation model on the date of grant. The underlying valuation assumptions for PSUs are further disclosed under the heading "Share-Based Compensation" in Note 2 — Summary of Significant Accounting Policies, to our consolidated financial statements filed with our annual reports on Form 10-K for the years ended December 31, 2022, 2021 and 2020. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The table below shows the grant date fair value of PSU awards granted in 2022, 2021 and 2020 assuming target and maximum levels of performance are achieved (amounts under the "Stock Awards" column represent the aggregate grant date fair value of PSUs based on the probable outcome of performance conditions, which for each of 2022, 2021 and 2020 assumed target level of performance was achieved).

Name	2022		2021		2020	
	Target (\$)	Maximum (\$)	Target (\$)	Maximum (\$)	Target (\$)	Maximum (\$)
Dan H. Arnold	6,783,740	13,567,481	6,656,056	13,312,112	2,968,063	5,936,127
Matthew J. Audette	884,664	1,769,327	1,093,412	2,186,824	616,627	1,233,254
Dayton Semerjian	758,283	1,516,566	832,007	1,664,014	483,893	967,786
Kabir Sethi	717,988	1,435,976	—	—	—	—
Richard Steinmeier	969,000	1,938,000	1,236,014	2,472,028	541,953	1,083,906
Edward Fandrey	—	—	1,045,813	2,091,627	—	—

- (2) Represents the dollar value of annual cash bonus awards earned by each NEO for the relevant year.
- (3) See “*All Other Compensation*” table below for additional information.
- (4) Mr. Arnold received an increase in base salary from \$900,000 to \$925,000 effective on March 1, 2022.
- (5) Mr. Arnold received an increase in base salary from \$850,000 to \$900,000 effective on February 14, 2021.
- (6) Mr. Sethi joined the Company on April 30, 2022.
- (7) Mr. Sethi’s base salary for 2022 of \$500,000 was prorated based on commencement of his employment on April 30, 2022.
- (8) Represents a grant of 2,705 PSUs and 12,108 RSUs in connection with Mr. Sethi’s commencement of employment. Such PSUs and 1,803 of the RSUs represented Mr. Sethi’s 2022 annual equity grant. The remaining 10,305 RSUs represented Mr. Sethi’s sign-on award.
- (9) Mr. Steinmeier received an increase in base salary from \$500,000 to \$550,000 effective on March 1, 2022.
- (10) Mr. Steinmeier received an increase in base salary from \$450,000 to \$500,000 effective on February 16, 2020.
- (11) Mr. Fandrey joined the Company on January 19, 2021.
- (12) Represents Mr. Fandrey’s base salary through termination of his employment with the Company on April 29, 2022.
- (13) As noted in the CD&A, Mr. Fandrey did not receive any equity awards in 2022. This amount represents the incremental fair value (determined in accordance with FASB ASC Topic 718 and the terms of the Executive Severance Plan) of the acceleration of a portion of Mr. Fandrey’s RSUs pursuant to our Executive Severance Plan in connection with termination of his employment with the Company on April 29, 2022. This RSU acceleration was required by the terms of our Executive Severance Plan, which was in place at the time the RSUs were granted to Mr. Fandrey in 2021, and was not a benefit newly negotiated by Mr. Fandrey at the time of his separation.
- (14) Includes the value (determined in accordance with the terms of the Executive Severance Plan) of Mr. Fandrey’s cash severance in connection with termination of his employment with the Company on April 29, 2022.
- (15) Mr. Fandrey’s base salary for 2021 of \$500,000 was prorated based on commencement of his employment on January 19, 2021.
- (16) Represents a cash signing bonus paid in connection with Mr. Fandrey’s commencement of employment.
- (17) Includes a sign-on grant of 24,572 RSUs in connection with Mr. Fandrey’s commencement of employment.

All Other Compensation

The following table sets forth information for our NEOs concerning All Other Compensation in the table above for the years ended December 31, 2022, 2021 and 2020, as applicable to such NEO:

Name	Year	Taxable Travel and Related Expenses (\$)	Taxable Relocation and Related Expenses (\$)	Reimbursement for Financial Planning Services \$(1)	Executive Health and Wellness Program \$(2)	401(k) Employer Match (\$)	Other (\$)	—	Total (\$)
Dan H. Arnold	2022	—	—	15,000	5,553	18,300	—	—	38,853
	2021	—	—	15,000	5,553	17,400	1,297	(3)	39,250
	2020	—	—	15,000	4,070	17,100	—	—	36,170
Matthew J. Audette	2022	—	—	15,000	—	15,375	—	—	30,375
	2021	—	—	15,000	5,553	14,625	1,944	(3)	37,122
	2020	—	—	9,800	3,186	14,625	—	—	27,611
Dayton Semerjian	2022	—	—	7,803	4,280	18,300	—	—	30,383
	2021	—	—	15,285 (4)	5,553	17,400	1,944	(3)	40,182
	2020	—	66,326 (5)	15,000	4,070	17,100	—	—	102,496
Kabir Sethi	2022	—	—	4,135	—	—	—	—	4,135
Richard Steinmeier	2022	—	—	13,012	4,363	15,375	—	—	32,750
	2021	—	—	7,965	4,363	14,625	1,431	(3)	28,384
	2020	—	49,584 (6)	13,488	3,144	14,625	—	—	80,841
Edward Fandrey	2022	—	—	10,000	5,553	15,375	991,944	(7)	1,022,872
	2021	—	527,349 (8)	10,000	5,553	—	793	(3)	543,695

- (1) Consists of taxable reimbursements received under the Company's Executive Financial Services Policy.
- (2) Includes membership expenses for a health and wellness program, as well as related tax gross-up payments that in 2022 totaled \$2,753 for each of Messrs. Arnold and Fandrey, \$2,163 for Mr. Steinmeier and \$1,480 for Mr. Semerjian, that in 2021 totaled \$2,753 for each of Messrs. Arnold, Audette, Fandrey and Semerjian and \$2,163 for Mr. Steinmeier, and that in 2020 totaled \$1,870 for each of Messrs. Arnold and Semerjian, \$986 for Mr. Audette and \$945 for Mr. Steinmeier.
- (3) Consists of the value of 2021 year-end gifts received by the NEO at the Company's expense, as well as related tax gross-up payments in 2021 in the amount of \$497 for Mr. Arnold, \$964 for each of Messrs. Audette and Semerjian, \$631 for Mr. Steinmeier and \$393 for Mr. Fandrey.
- (4) In 2021, Mr. Semerjian was inadvertently reimbursed \$285 in excess of the \$15,000 limit prescribed by our Executive Financial Services Policy. His maximum allowable reimbursement under such policy in 2022 has been reduced by a corresponding amount.
- (5) Includes tax gross-up payments of \$30,630 made to Mr. Semerjian in 2020 related to relocation expenses.
- (6) Includes tax gross-up payments of \$24,584 made to Mr. Steinmeier in 2020 related to relocation expenses.
- (7) Consists of the value of Mr. Fandrey's cash severance in connection with the termination of his employment with the Company on April 29, 2022 and the value of a 2022 year-end gift received by Mr. Fandrey at the Company's expense.
- (8) Includes tax gross-up payments of \$223,484 made to Mr. Fandrey in 2021 related to relocation expenses.

2022 Grants of Plan-Based Awards

The following table provides additional information about non-equity and equity-based awards granted to our NEOs during the year ended December 31, 2022:

Name	Approval Date	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Shares of Stock or Units ^(#) ⁽³⁾	Grant Date Fair Value of Stock ^(#) ⁽⁴⁾	
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
Dan H. Arnold	2/11/2022 2/11/2022	2/25/2022 2/25/2022		2,775,000					11,755	2,122,701 6,783,740	
Matthew J. Audette	2/11/2022 2/11/2022	2/25/2022 2/25/2022		1,050,000			13,715	27,429	54,858	2,385	430,680 884,664
Dayton Semerjian	2/11/2022 2/11/2022	2/25/2022 2/25/2022		800,000			1,789	3,577	7,154	2,044	369,103 758,283
Kabir Sethi		5/6/2022 5/6/2022		625,000			1,353	2,705	5,410	12,108	2,146,062 717,988
Richard Steinmeier	2/11/2022 2/11/2022	2/25/2022 2/25/2022		962,500			1,959	3,918	7,836	2,612	471,671 969,000
Edward Fandrey		5/6/2022		800,000						13,203	2,365,846 ⁽⁵⁾

- (1) Represents potential target payouts under annual bonus awards.
- (2) Represents the number of threshold, target and maximum potential future payouts under the PSUs awarded under our 2021 Plan. PSUs are eligible to become earned PSUs based on the Company's TSR relative to the TSR of the Comparator Group (as defined above) over the Performance Period (as defined above). The number of PSUs that is earned is determined based on the Company's relative ranking between the 25th and the 80th percentiles of the Comparator Group's TSR results. Amounts in the threshold column (50% of the target award) reflect the number of PSUs that would be earned if threshold performance were achieved (a TSR percentile rank at 25%); amounts in the target column (100% of the target award) reflect the number of PSUs that would be earned if target performance were achieved (a TSR percentile rank at 50%); and amounts in the maximum column (200% of the target award) reflect the number of PSUs that would be earned if maximum performance were achieved (a TSR percentile rank at or above 80%). The number of PSUs earned between threshold, target and maximum performance levels is interpolated on a straight-line basis. No PSUs will be earned if performance is below the threshold level. The number of earned PSUs is capped at 100% of the target award if the Company's TSR is negative during the Performance Period. Earned PSUs become vested on the later of the third anniversary of the grant date and the date on which the Compensation Committee determines the level of achievement of the performance criteria associated with the award and the number of PSUs that have become earned under the award agreement.
- (3) Represents the number of RSUs awarded under our 2021 Plan. RSUs are scheduled to vest over a three-year period in equal tranches, with the first tranche scheduled to vest on the first anniversary of the grant date.
- (4) Except for Mr. Fandrey, represents the grant date fair value of PSUs and RSUs, in each case computed in accordance with FASB ASC Topic 718, and in the case of PSUs, based on the probable outcome of the performance conditions associated with such awards on the grant date. The aggregate grant date fair value of RSUs was determined using the closing price of the Common Stock on the grant date. See Note (1) to the Summary Compensation Table above.
- (5) Represents the incremental fair value (determined in accordance with FASB ASC Topic 718 and the terms of the Executive Severance Plan) of the acceleration of a portion of Mr. Fandrey's RSUs pursuant to the terms of our Executive Severance Plan in connection with termination of his employment with the Company. This RSU acceleration was required by the terms of our Executive Severance Plan, which was in place at the time the RSUs were granted to Mr. Fandrey in 2021, and was not a benefit newly negotiated by Mr. Fandrey at the time of his separation. Mr. Fandrey did not receive any equity awards in 2022.

We do not have individual employment agreements with any of our executive officers, including our NEOs, although we have a practice of entering into offer letters with new executive officers that generally lay out the expected terms and conditions of their employment, including potential levels of compensation. Please refer to the Compensation Discussion and Analysis in this proxy statement for a discussion of our cash bonus awards and long term equity incentive awards.

Outstanding Equity Awards at December 31, 2022

The following table sets forth information with respect to unexercised stock option awards, unvested RSUs and unvested or unearned PSUs, as applicable, as of December 31, 2022:

Name	Option Awards				Stock Awards				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested \$(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares That Have Not Vested \$(2)	
Dan H. Arnold	78,131	— (3)	\$ 39.48	3/13/2027	—	\$ —	—	\$ —	
	77,606	— (4)	\$ 65.50	2/23/2028	—	\$ —	—	\$ —	
	68,820	— (5)	\$ 77.53	2/25/2029	—	\$ —	—	\$ —	
	—	—	\$ —	—	4,849 (7)	\$ 1,048,208	—	\$ —	
	—	—	\$ —	—	9,829 (8)	\$ 2,124,735	—	\$ —	
	—	—	\$ —	—	11,755 (9)	\$ 2,541,078	—	\$ —	
	—	—	\$ —	—	67,888 (10)	\$ 14,675,349	—	\$ —	
	—	—	\$ —	—	—	\$ —	68,800 (11)	\$ 14,872,496	
Matthew J. Audette	20,810	— (6)	\$ 19.85	2/25/2026	—	\$ —	—	\$ —	
	27,704	— (3)	\$ 39.48	3/13/2027	—	\$ —	—	\$ —	
	15,874	— (4)	\$ 65.50	2/23/2028	—	\$ —	—	\$ —	
	12,903	— (5)	\$ 77.53	2/25/2029	—	\$ —	—	\$ —	
	—	—	\$ —	—	1,567 (7)	\$ 338,738	—	\$ —	
	—	—	\$ —	—	2,512 (8)	\$ 543,019	—	\$ —	
	—	—	\$ —	—	2,385 (9)	\$ 515,565	—	\$ —	
	—	—	\$ —	—	14,104 (10)	\$ 3,048,862	—	\$ —	
Dayton Semerjian	—	—	\$ —	—	—	\$ —	11,302 (11)	\$ 2,443,153	
	—	—	\$ —	—	—	\$ —	7,154 (11)	\$ 1,546,480	
	—	—	\$ —	—	1,230 (7)	\$ 265,889	—	\$ —	
	—	—	\$ —	—	1,911 (8)	\$ 413,101	—	\$ —	
	—	—	\$ —	—	2,044 (9)	\$ 441,851	—	\$ —	
	—	—	\$ —	—	11,068 (10)	\$ 2,392,570	—	\$ —	
Kabir Sethi	—	—	\$ —	—	—	\$ —	8,600 (11)	\$ 1,859,062	
	—	—	\$ —	—	—	\$ —	6,132 (11)	\$ 1,325,554	
	—	—	\$ —	—	12,108 (9)	\$ 2,617,386	—	\$ —	
	—	—	\$ —	—	—	\$ —	5,410 (11)	\$ 1,169,480	
	—	—	\$ —	—	1,378 (7)	\$ 297,882	—	\$ —	
Richard Steinmeier	—	—	\$ —	—	—	\$ —	12,776 (11)	\$ 2,761,788	
	—	—	\$ —	—	2,840 (8)	\$ 613,923	—	\$ —	
	—	—	\$ —	—	2,612 (9)	\$ 564,636	—	\$ —	
	—	—	\$ —	—	12,396 (10)	\$ 2,679,643	—	\$ —	
	—	—	\$ —	—	—	\$ —	7,836 (11)	\$ 1,693,908	
Edward Fandrey	—	—	\$ —	—	—	\$ —	4,600 (11)	\$ 994,382	

(1) Amounts were determined by multiplying the number of RSUs or PSUs, as applicable, by \$216.17, the closing price per share of our Common Stock on December 30, 2022, the last business day of 2022.

- (2) Amounts were determined by multiplying the number of PSUs that would be earned at maximum performance levels by \$216.17, the closing price per share of our Common Stock on December 30, 2022, the last business day of 2022.
- (3) These awards vested over a three-year period in equal tranches and became fully vested on March 13, 2020.
- (4) These awards vested over a three-year period in equal tranches and became fully vested on February 23, 2021.
- (5) These awards vested over a three-year period in equal tranches and became fully vested on February 25, 2022.
- (6) These awards vested over a three-year period in equal tranches and became fully vested on February 25, 2019.
- (7) These awards vest over a three-year period in equal tranches, with the first and second tranches having vested on the first and second anniversaries of the grant date, respectively, and the third tranche scheduled to vest on the third anniversary of the grant date.
- (8) These awards vest over a three-year period in equal tranches, with the first tranche having vested on the first anniversary of the grant date, and the second and third tranches scheduled to vest on the second and third anniversaries of the grant date, respectively.
- (9) These awards vest over a three-year period in equal tranches, with the first, second and third tranches scheduled to vest on the first, second and third anniversaries of the grant date, respectively.
- (10) Amounts represent PSUs that were earned with respect to the Performance Period ended on December 31, 2022 and that vested on February 25, 2023, the third anniversary of the grant date. The number of earned PSUs was 200% of the target award, as discussed under “*Compensation Discussion and Analysis—Long-Term Equity Incentive Awards—Payout of 2020 PSUs.*”
- (11) Amounts represent PSUs and assume achievement of performance at maximum levels. PSUs are eligible to become earned PSUs based on the Company’s TSR relative to the TSR of the Comparator Group (as defined above) over the Performance Period (as defined above). The number of PSUs that is earned is determined based on the Company’s relative ranking between the 25th and the 80th percentiles of the Comparator Group’s TSR results. Amounts in the threshold column (50% of the target award) reflect the number of PSUs that would be earned if threshold performance were achieved (a TSR percentile rank at 25%); amounts in the target column (100% of the target award) reflect the number of PSUs that would be earned if target performance were achieved (a TSR percentile rank at 50%); and amounts in the maximum column (200% of the target award) reflect the number of PSUs that would be earned if maximum performance were achieved (a TSR percentile rank at or above 80%). The number of PSUs earned between threshold, target and maximum performance levels is interpolated on a straight-line basis. No PSUs will be earned if performance is below the threshold level. The number of earned PSUs is capped at 100% of the target award if the Company’s TSR is negative during the Performance Period. Earned PSUs become vested on the later of the third anniversary of the grant date and the date on which the Compensation Committee determines the level of achievement of the performance criteria associated with the award and the number of PSUs that have become earned under the award agreement.

2022 Option Exercises and Stock Vested

The following table sets forth the options exercised and stock vested during the year ended December 31, 2022:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
Dan H. Arnold	19,508	\$ 3,401,532 (3)	12,937	\$ 2,420,254 (15)
	19,508	\$ 3,521,342 (4)	4,849	\$ 886,058 (16)
	39,015	\$ 7,431,546 (5)	4,914	\$ 897,935 (16)
	10,000	\$ 1,860,774 (6)	45,856	\$ 8,379,267 (17)
	3,609	\$ 688,243 (7)	—	\$ —
	11,391	\$ 2,177,326 (8)	—	\$ —
	20,000	\$ 4,015,718 (9)	—	\$ —
Matthew J. Audette	20,000	\$ 3,227,050 (10)	1,433	\$ 261,852 (16)
	5,000	\$ 1,186,103 (11)	1,567	\$ 286,338 (16)
	5,000	\$ 1,186,105 (11)	1,255	\$ 229,326 (16)
	5,000	\$ 1,186,216 (12)	11,464	\$ 2,094,817 (17)
	5,000	\$ 1,186,404 (13)	—	\$ —
Dayton Semerjian	—	\$ —	1,230	\$ 224,758 (16)
	—	\$ —	955	\$ 174,507 (16)
Richard Steinmeier	7,355	\$ 1,023,154 (14)	816	\$ 149,108 (16)
	—	\$ —	1,377	\$ 251,619 (16)
	—	\$ —	1,419	\$ 259,294 (16)
	—	\$ —	6,534	\$ 1,193,958 (17)
Edward Fandrey	—	\$ —	7,537	\$ 1,686,705 (18)
	—	\$ —	1,953	\$ 356,872 (16)
	—	\$ —	1,201	\$ 219,459 (16)
	—	\$ —	12,002	\$ 2,150,638 (19)
	—	\$ —	1,201	\$ 215,207 (19)

- (1) For purposes of calculating the value realized on the exercise of option awards, we use the market price of our Common Stock at the time the option was exercised.
- (2) For purposes of calculating the value realized on the vesting of stock awards, we use the closing price of our Common Stock on the vesting date.
- (3) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on May 26, 2022, on which date our Common Stock was trading at \$194.22 per share.
- (4) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on May 27, 2022, on which date our Common Stock was trading at \$200.36 per share.
- (5) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on July 29, 2022, on which date our Common Stock was trading at \$210.33 per share.
- (6) These options were granted on March 13, 2017 with an exercise price of \$39.48 per share and were exercised on August 15, 2022, on which date our Common Stock was trading at \$225.56 per share.
- (7) These options were granted on March 13, 2017 with an exercise price of \$39.48 per share and were exercised on August 16, 2022, on which date our Common Stock was trading at \$230.18 per share.
- (8) These options were granted on March 13, 2017 with an exercise price of \$39.48 per share and were exercised on August 17, 2022, on which date our Common Stock was trading at \$230.62 per share.
- (9) These options were granted on March 13, 2017 with an exercise price of \$39.48 per share and were exercised on October 5, 2022, on which date our Common Stock was trading at \$240.27 per share.
- (10) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on February 7, 2022, on which date our Common Stock was trading at \$181.20 per share.

- (11) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on October 31, 2022, on which date our Common Stock was trading at \$257.07 per share.
- (12) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on October 31, 2022, on which date our Common Stock was trading at \$257.09 per share.
- (13) These options were granted on February 25, 2016 with an exercise price of \$19.85 per share and were exercised on October 31, 2022, on which date our Common Stock was trading at \$257.13 per share.
- (14) These options were granted on February 25, 2019 with an exercise price of \$77.53 per share and were exercised on August 4, 2022, on which date our Common Stock was trading at \$216.64 per share.
- (15) These RSUs vested on February 11, 2022, on which date the closing price of our Common Stock was \$187.08 per share.
- (16) These RSUs vested on February 25, 2022, on which date the closing price of our Common Stock was \$182.73 per share.
- (17) These PSUs vested on February 25, 2022, on which date the closing price of our Common Stock was \$182.73 per share.
- (18) These RSUs vested on September 7, 2022, on which date the closing price of our Common Stock was \$223.79 per share.
- (19) These RSUs vested on May 6, 2022, on which date the closing price of our Common Stock was \$179.19 per share.

Nonqualified Deferred Compensation for the Year Ended December 31, 2022

The Deferred Compensation Plan allows a select group of highly compensated or management employees to defer up to 100% of their current compensation, which includes for this purpose base salary, service bonus, performance-based compensation and commissions. Distributions of deferred amounts may be made only upon a qualifying distribution event (consistent with Section 409A of the Internal Revenue Code), which, depending on the individual's election, may be a separation from service, death, or a specified date, or may be the earliest of one or more of these events. At the time an election is made to defer compensation under the Deferred Compensation Plan, participants may choose, with respect to each potential qualifying distribution event, to receive amounts in either a lump sum or in equal annual installments over a number of years (but not to exceed five years for specified date elections and not to exceed ten years for separation from service elections). Deferred amounts are credited with an investment return determined as if the amounts were invested in one or more investment funds made available under the Deferred Compensation Plan and selected by a participant.

The following table sets forth information relating to nonqualified deferred compensation for each NEO for the year ended December 31, 2022:

Name	Executive Contributions in Last Fiscal Year (\$)(1)	Registrant Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$)(2)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)	
Dan H. Arnold	—	—	(1,233,676)	—	5,499,275	(3)
Matthew J. Audette	100,000	—	(49,680)	—	314,827	
Dayton Semerjian	400,000	—	(43,723)	—	356,202	
Kabir Sethi	—	—	—	—	—	
Richard Steinmeier	—	—	—	—	—	
Edward Fandrey	7,692	—	(1,153)	6,465	—	(4)

- (1) Amounts in this column are also reported in the "Summary Compensation Table" above for 2022 under "Salary" for Mr. Fandrey and for 2021 under "Non-Equity Incentive Plan Compensation" for Messrs. Audette and Semerjian.
- (2) Amounts in this column do not constitute above-market or preferential earnings and therefore are not reported as compensation in the "Summary Compensation Table" above.
- (3) Amount includes contributions that were made prior to Mr. Arnold becoming an NEO, and that therefore were not recorded in prior summary compensation tables.
- (4) Mr. Fandrey's plan balance was distributed in full on October 31, 2022.

Potential Payments upon Termination or Change-in-Control for the Year Ended December 31, 2022

Set forth below the table is a description of certain post-employment arrangements with our currently employed NEOs, including the severance benefits and change-in-control benefits to which they would have been entitled under the Executive Severance Plan as of December 31, 2022, if a termination of employment and/or a change-in-control had occurred on such date. Amounts reported for the accelerated vesting of RSUs and PSUs are based on a price per share of our Common Stock of \$216.17, the closing price per share of our Common Stock on December 30, 2022, the last business day of 2022.

In connection with the termination of his employment by the Company in 2022, Mr. Fandrey received severance benefits pursuant to the terms of the Executive Severance Plan, which included (i) payment of his accrued but unpaid salary, (ii) a severance payment of \$500,000, (iii) a bonus payment of \$640,000, (iii) the acceleration of \$2,365,846 of RSUs held at the time of his separation and (iv) outplacement benefits of \$25,000. Mr. Fandrey continues to hold 4,600 PSUs, as disclosed above in the Outstanding Equity Awards table, which are eligible to become earned on a prorated basis under the terms of the award and the Executive Severance Plan based on the Company's relative TSR performance at the end of the applicable performance period, or, if earlier, at the time of a change-in-control.

Named Executive Officer	Benefit	Without Cause or For Good Reason (\$)	Disability, Death, Retirement (\$)	Double-Trigger Change-in-Control (\$)(1)
Dan H. Arnold	Severance	925,000 (2)	—	1,387,500 (3)
	Bonus	3,885,000 (4)	—	4,162,500 (5)
	Accelerated Vesting of RSUs	5,714,022 (6)	5,714,022 (7)	5,714,022 (8)
	Accelerated Vesting of PSUs	14,026,190 (9)	14,026,190 (10)	14,026,190 (11)
	Group Benefit Continuation	27,965 (12)	—	41,948 (13)
	Total	\$24,578,177	\$19,740,212	\$25,332,160
Matthew J. Audette	Severance	600,000 (2)	—	900,000 (3)
	Bonus	1,500,000 (4)	—	1,575,000 (5)
	Accelerated Vesting of RSUs	782,103 (6)	1,397,323 (7)	1,397,323 (8)
	Accelerated Vesting of PSUs	2,564,425 (9)	2,564,425 (10)	2,564,425 (11)
	Group Benefit Continuation	27,965 (12)	—	41,948 (13)
	Total	\$ 5,474,493	\$ 3,961,748	\$ 6,478,696
Dayton Semerjian	Severance	500,000 (2)	—	750,000 (3)
	Bonus	800,000 (4)	—	1,200,000 (5)
	Accelerated Vesting of RSUs	619,543 (6)	1,120,841 (7)	1,120,841 (8)
	Accelerated Vesting of PSUs	2,009,300 (9)	2,009,300 (10)	2,009,300 (11)
	Group Benefit Continuation	27,965 (12)	—	41,948 (13)
	Total	\$ 3,956,808	\$ 3,130,141	\$ 5,122,089
Kabir Sethi	Severance	500,000 (2)	—	750,000 (3)
	Bonus	750,000 (4)	—	937,500 (5)
	Accelerated Vesting of RSUs	872,462 (6)	2,617,386 (7)	2,617,386 (8)
	Accelerated Vesting of PSUs	131,215 (9)	131,215 (10)	131,215 (11)
	Group Benefit Continuation	14,059 (12)	—	21,089 (13)
	Total	\$ 2,267,736	\$ 2,748,601	\$ 4,457,190
Richard Steinmeier	Severance	550,000 (2)	—	825,000 (3)
	Bonus	1,300,000 (4)	—	1,443,750 (5)
	Accelerated Vesting of RSUs	792,912 (6)	1,476,441 (7)	1,476,441 (8)
	Accelerated Vesting of PSUs	2,507,356 (9)	2,507,356 (10)	2,507,356 (11)
	Group Benefit Continuation	21,634 (12)	—	32,451 (13)
	Total	\$ 5,171,902	\$ 3,983,797	\$ 6,284,998

- (1) Our Executive Severance Plan provides enhanced severance benefits on a “double trigger” basis in the event of a termination of employment by the Company without cause or a termination by the executive for good reason, in each case, within 12 months following a change-in-control. All amounts reported in this column assume both that a change-in-control occurred on December 31, 2022 and that the NEO’s employment was terminated by the Company without cause or by the executive for good reason on December 31, 2022.
- (2) Represents continued payment under our Executive Severance Plan of the NEO’s base salary in effect on the separation date for 12 months.
- (3) Represents continued payment under our Executive Severance Plan of the NEO’s base salary in effect on the separation date for 18 months.
- (4) Represents payment under our Executive Severance Plan of an amount equal to the bonus paid (or payable) to the NEO for the most recently completed calendar year.
- (5) Represents payment under our Executive Severance Plan of an amount equal to 150% of the target bonus amount for the calendar year in which the NEO’s employment is terminated.
- (6) Represents the value of shares of Common Stock in respect of the unvested portion of any outstanding RSUs scheduled to vest based solely on the passage of time within 12 months following a termination of employment, the vesting of which would have been accelerated under our Executive Severance Plan. In the case of retirement-eligible NEOs, this represents the value of all outstanding unvested RSUs, the vesting of which would have been accelerated under the terms of the NEOs’ RSU agreements. Mr. Arnold was the only NEO who was retirement-eligible as of December 31, 2022.
- (7) Represents the value of shares of Common Stock in respect of all outstanding unvested RSUs, the vesting of which would have been accelerated upon a termination of employment due to death or disability under the terms of the NEO’s RSU agreements.
- (8) Represents the value of shares of Common Stock in respect of all outstanding unvested RSUs, the vesting of which would have been accelerated under our Executive Severance Plan.
- (9) Represents the value of unvested PSUs assuming the target number of shares of Common Stock in respect of such PSUs became earned and vested on December 31, 2022, with such amount prorated based on the number of days the NEO was employed during the Performance Period. Under our Executive Severance Plan, upon a qualifying termination of employment by the Company without cause or a termination by the executive for good reason, other than in connection with a change-in-control, the actual number of shares of Common Stock that will be earned and vested in respect of outstanding unvested PSUs, if any, depend on actual performance measured at the end of the Performance Period, prorated based on the number of days the NEO was employed during the Performance Period.
- (10) Represents the value of unvested PSUs assuming the target number of shares of Common Stock in respect of such PSUs became earned and vested on December 31, 2022, with such amount prorated based on the number of days that the executive was employed during the Performance Period. Under the NEO’s PSU agreements, upon termination of employment due to death, disability or retirement, the actual number of shares of Common Stock that will be earned and vested in respect of outstanding unvested PSUs, if any, depends on actual performance measured at the end of the Performance Period, prorated based on the number of days that the NEO was employed during the Performance Period.
- (11) Represents the value of unvested PSUs assuming the target number of shares of Common Stock in respect of such PSUs became earned and vested on December 31, 2022, prorated based on the number of days that the NEO was employed during the Performance Period.
- (12) Represents payments under our Executive Severance Plan of an amount equal to 100% of the employer portion of premiums for continued health and dental plan participation under COBRA for the NEO and his qualified beneficiaries for a 12-month period.
- (13) Represents payments under our Executive Severance Plan of an amount equal to 100% of the employer portion of premiums for continued health and dental plan participation under COBRA for the NEO and his qualified beneficiaries for an 18-month period.

Executive Severance Plan

All of our currently employed NEOs are eligible to participate in our Executive Severance Plan. As described in more detail below, our Executive Severance Plan provides a uniform framework for payments and benefits to be provided to all executive participants upon certain terminations of employment, subject to a participant's compliance with post-termination restrictive covenants and delivery of a general release agreement in favor of the Company. Our Executive Severance Plan can be amended or terminated at any time, in our discretion, and no eligible executive, including our NEOs, has a legally binding right to any payments or benefits under the plan.

Restrictive Covenants

As a condition to benefits under the Executive Severance Plan, an executive is not permitted to engage in prohibited competitive conduct for a period of:

- 12 months following termination of employment by the Company without cause or a termination by the executive for good reason; and
- 18 months following termination of employment by the Company without cause or a termination by the executive for good reason, in each case, within 12 months following a change-in-control.

Prohibited competitive conduct is set forth in the Executive Severance Plan, which includes provisions related to non-competition, non-solicitation and the confidentiality of the Company's proprietary information.

Severance and Change-in-Control Payments

We may become obligated to make severance payments under our Executive Severance Plan to an NEO upon such NEO's qualifying termination of employment. These benefits are described below. We, however, have no obligation to grant any of the executive officers any "gross-up" or other "make-whole" compensation for any tax imposed on severance or change-in-control payments made to the executive officer, including "parachute payments." Severance payable in connection with a change-in-control under our Executive Severance Plan is subject to a so-called "modified golden parachute cutback" provision, pursuant to which excess parachute payments would be reduced so that no portion of the payments would be subject to the

excise tax, to the extent such reduction would result in greater after-tax benefits to the executive.

Termination Without Cause or For Good Reason

Under the terms of our Executive Severance Plan, upon a termination of employment by the Company without cause or by the executive for good reason, a participant in the Executive Severance Plan (a "Participant") will be entitled to the following payments and benefits, subject to the execution of a release of claims and continued compliance with post-termination restrictive covenants:

- Base salary through the Participant's separation date, reimbursements for reasonable business expenses and any other employee benefit entitlements;
- An amount equal to the bonus paid (or payable) to the Participant for the most recently completed calendar year;
- Continued payment of base salary for 12 months after termination of employment;
- Accelerated vesting of the unvested portion of any outstanding equity and equity-based awards scheduled to vest based solely on the passage of time (such as outstanding RSUs) within 12 months of such Participant's separation date; and
- Payment of the employer portion of the premium for COBRA participation in the Company's health and dental plans until the earliest of 12 months following termination of the Participant's participation in such plans as an employee, the date that such Participant becomes eligible for comparable benefit coverage and the date the Participant is no longer eligible for COBRA (subject to the Participant's eligibility under COBRA and proper and timely elections).

In addition, any performance-based equity or equity-based awards (such as outstanding PSUs) will remain outstanding and eligible to become earned in accordance with their terms, provided that the portion of the awards that becomes earned and vested will be prorated based upon the number of days the Participant was employed by the Company in the applicable performance period associated with such award.

Further, upon a termination of employment by the Company without cause or by the executive for good

reason, in each case, within the 12-month period following the date of consummation of a change-in-control (as defined in the Executive Severance Plan), a Participant will be entitled to the following payments and benefits, subject to the execution of a release of claims and continued compliance with post-termination restrictive covenants:

- Base salary through the Participant's separation date, reimbursements for reasonable business expenses, and any other employee benefit entitlements;
- An amount equal to 150% of the Participant's target bonus for the calendar year in which employment is terminated;
- Continued payment of base salary for 18 months after termination of employment;
- Accelerated vesting in full of all outstanding time-based equity and equity-based awards (such as outstanding stock options and RSUs) and prorated vesting, as of the separation date, of any performance-based equity and equity-based awards (such as outstanding PSUs) assuming target levels of achievement; and
- Payment of the employer portion of the premium for COBRA participation in the Company's health and dental plans until the earliest of 18 months following termination of the Participant's participation in such plans as an employee, the date that such Participant becomes eligible for comparable benefit coverage, and the date the Participant is no longer eligible for COBRA (subject to the Participant's eligibility under COBRA and proper and timely elections).

"Cause" under our Executive Severance Plan means the Participant's:

- willful and continued failure to perform, or gross negligence or willful misconduct in the performance of, his or her material duties with respect to the Company or an affiliate which, if curable, continues beyond ten business days after a written demand for substantial performance is delivered to such Participant by the Company;
- conviction of, or a plea of nolo contendere to, a crime constituting a felony under the laws of the United States or any state thereof;

- committing or engaging in any act of fraud, embezzlement, theft, or other act of dishonesty that causes material injury, monetarily or otherwise, to the Company or an affiliate;
- breach of the restrictive covenants in the Executive Severance Plan;
- violation of the code of conduct of the Company or its subsidiaries or any policy of the Company or its subsidiaries, or of any statutory or common law duty of loyalty to the Company or its subsidiaries; or
- other conduct that could reasonably be expected to be harmful to the business, interests or reputation of the Company.

"Good Reason" under our Executive Severance Plan means the occurrence, without the Participant's written consent, of:

- a material reduction in base salary unless such reduction is consistent with reductions made in the applicable annual base salaries of other similarly situated employees of the Company or its affiliates;
- a material adverse change in duties and responsibilities at the Company or its affiliates (but not changes in functional titles); or
- a relocation that would result in the Participant's principal location of employment being moved 50 miles away from the Participant's principal location of employment as in effect immediately prior to the consummation of a change-in-control, to the extent any such relocation occurs during the 12-month period following the date of the consummation of a change-in-control.

The Participant is required to provide notice within 90 days following the "Good Reason" event (and the Company will have 30 days following such notice to cure). "Good Reason" will cease to exist for an event on the 90th day following the date on which the Participant knew or reasonably should have known of such event and failed to give notice as described above or if the Participant failed to terminate employment within 14 days following the expiration of the cure period.

“Change-in-Control” under our Executive Severance Plan means the consummation of:

- any transaction or series of related transactions, whether or not the Company is a party thereto, after giving effect to which in excess of 50% of the Company’s voting power is owned directly, or indirectly through one or more entities, by any person and its “affiliates” or “associates” (as such terms are defined in the Exchange Act rules) or any “group” (as defined in the Exchange Act rules) other than, in each case, the Company or an affiliate of the Company; or
- a sale or other disposition of all or substantially all of the consolidated assets of the Company (each of the foregoing, a “Business Combination”), provided that, notwithstanding the foregoing, a “change-in-control” is not deemed to occur as a result of a Business Combination following which the individuals or entities who were beneficial owners of the outstanding securities entitled to vote generally in the election of directors of the Company immediately prior to such Business Combination beneficially own, directly or indirectly, 50% or more of the outstanding securities entitled to vote generally in the election of directors of the resulting, surviving, or acquiring corporation in such transaction.

Termination Other than For Good Reason

The Executive Severance Plan does not provide for any separation benefits or payments upon an executive’s retirement or voluntary resignation from employment other than for good reason. Upon such a retirement or voluntary resignation, an eligible executive would be entitled to receive only base salary through such executive’s separation date, reimbursements for reasonable business expenses, and any other employee benefit entitlements to which the executive is entitled under the Company’s other employee benefit plans and programs.

Death and Disability

The Executive Severance Plan does not provide for any separation benefits or payments upon a termination due to death or disability. Upon such a termination, an eligible executive would be entitled to receive only base salary through the separation date, reimbursements for reasonable business expenses and any other employee benefit entitlements to which the executive is entitled under the Company’s other employee benefit plans and programs.

Please see “Equity Award Agreements” below for the treatment of outstanding equity awards in connection with a termination of employment due to death, disability or retirement.

Equity Award Agreements

Stock Options

All stock options held by our NEOs as of December 31, 2022 were granted under our 2010 Omnibus Equity Incentive Plan (the “2010 Plan”) and are fully vested.

Unless the NEO is terminated for cause, vested options will be exercisable for:

- two years following termination of employment by reason of retirement, but not later than the option expiration date;
- one year following death or disability but, in each case, not later than the option expiration date; or
- 90 days following termination in other cases, but not later than the option expiration date.

Restricted Stock Units (RSUs)

In accordance with the NEOs’ RSU agreements, unvested portions of RSU awards are cancelled upon termination of employment, unless (1) otherwise agreed by the Company, or (2) in the case of death or retirement, in which case any and all unvested portions shall become vested. The unvested portion of RSUs will become vested in full in the event of disability (as defined in the RSU award agreement). If the NEO is terminated for cause, the vested portion of the award will terminate. All RSUs held by our NEOs granted prior to May 5, 2021 were granted under our 2010 Plan. All RSUs held by our NEOs granted on or after May 5, 2021 were granted under our 2021 Plan.

Performance Stock Units (PSUs)

In accordance with the NEOs’ PSU agreements, unvested portions of PSUs are forfeited upon termination of employment, except in the case of death, disability or retirement, or as otherwise provided pursuant to our Executive Severance Plan, and in any such case the PSUs will not terminate and will instead remain outstanding and eligible to become earned PSUs on a prorated basis in accordance with the terms of the PSU award agreement and/or our Executive Severance Plan. All PSUs held by our NEOs granted prior to May 5, 2021 were granted under our 2010 Plan. All PSUs held by our NEOs granted on or after May 5, 2021 were granted under our 2021 Plan.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information regarding the ratio of total annual compensation for Mr. Arnold, our president and chief executive officer (the "CEO"), to the median of the annual total compensation of all our employees (other than the CEO) (the "CEO Pay Ratio"). For 2022:

- Mr. Arnold's total annual compensation: \$13,750,390
- Median annual total compensation of all employees (other than CEO): \$94,063
- Ratio of the annual total compensation of the CEO to the median of the annual total compensation of all employees (other than CEO): 146:1

We used the following methodology to determine the foregoing ratio:

- We determined our 2020 median employee (our "2020 Median Employee") from our employee population on December 31, 2020.
- SEC rules allow a company to use the same median employee for three consecutive fiscal years. Accordingly, we have used our 2020 Median Employee for purposes of determining our 2022 pay ratio, as there has been no change in our employee population or employee compensation arrangements that we reasonably believe would significantly impact our pay ratio disclosure.
- To identify the 2020 Median Employee from our employee population, we first determined each employee's 2020 Box 1 W-2 wages ("Compensation Measure") for the 2020 calendar year ("Measurement Period"), as reflected in our payroll records and systems.
- For those full-time employees who were employed on December 31, 2020 but who were not employed for the full Measurement Period, we annualized compensation paid to such employees during 2020.

- We then identified our 2020 Median Employee from our employee population based on this Compensation Measure.

We then determined the annual total compensation for 2022 of the median employee and our CEO in accordance with the following:

- The median employee's annual total compensation represents the amount of such employee's compensation for 2022 that would have been reported in the Summary Compensation Table in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K if the employee were a named executive officer for 2022.
- The annual total compensation of the CEO represents the amount reported in the "Total" column of our Summary Compensation Table included on page 52 of this proxy statement.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our records and the methodology described above. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above.

Pay Versus Performance Disclosure

In accordance with Item 402(v) of SEC Regulation S-K, we are providing the following information about the relationship between executive “compensation actually paid” (or “CAP”) to the Company’s principal executive officer (“PEO”) and non-PEO named executive officers (the “Other NEOs”) and certain aspects of the financial performance of the Company. The Compensation Committee does not utilize CAP as the basis for making compensation decisions. For further information concerning our compensation philosophy and how we align executive compensation with our performance, please see our Compensation Discussion & Analysis.

Pay Versus Performance Table

Year (1) (a)	Summary Compensation Table Total for PEO (2) (b)	Compensation Actually paid to PEO (3) (c)	Average Summary Compensation Table Total for Other NEOs (2) (d)	Average Compensation Actually Paid to Other NEOs (3) (e)	Value of Initial Fixed \$100 Investment Based on: (4)		Net Income (millions) (6) (h)	Adjusted EBITDA (millions) (7) (i)
					Total Shareholder Return (f)	Peer Group Total Shareholder Return (5) (g)		
2022	\$ 13,750,390	\$ 28,454,770	\$ 3,345,183	\$ 4,710,541	\$ 240	\$ 119	\$ 846	\$ 1,611
2021	\$ 12,875,868	\$ 23,880,808	\$ 4,129,996	\$ 5,647,041	\$ 177	\$ 133	\$ 460	\$ 1,047
2020	\$ 7,256,713	\$ 7,136,927	\$ 2,482,312	\$ 2,661,740	\$ 115	\$ 98	\$ 473	\$ 946

- (1) Mr. Arnold has served as the PEO for the entirety of 2022, 2021 and 2020 and our Other NEOs for the applicable years were as follows:
- 2022: Matthew Audette, Edward Fandrey, Dayton Semerjian, Richard Steinmeier and Kabir Sethi
 - 2021: Matthew Audette, Dayton Semerjian, Richard Steinmeier and Edward Fandrey
 - 2020: Matthew Audette, Scott Seese, Dayton Semerjian and Richard Steinmeier
- (2) Amounts reported in these columns represent (i) the total compensation reported in the Summary Compensation Table (“SCT”) for the applicable year in the case of Mr. Arnold and (ii) the average of the total compensation reported in the SCT for the applicable year for our Other NEOs.
- (3) Amounts reported in these columns represent compensation actually paid for the applicable year. Compensation actually paid represents the total compensation reported in the SCT for the applicable year after giving effect to adjustments required by SEC rules. A reconciliation of the adjustments that were used to calculate the CAP amounts from the SCT amounts for Mr. Arnold and for the average of the Other NEOs is set forth in the following table.

	2022		2021		2020	
	PEO	Average Other NEOs	PEO	Average Other NEOs	PEO	Average Other NEOs
Summary Compensation Table Total	\$13,750,390	\$3,345,183	\$12,875,868	\$4,129,996	\$7,256,713	\$2,482,312
Less Stock Award Value and Option Award Value Reported in SCT for the Covered Year	8,906,441	1,822,659	8,569,310	2,331,496	4,171,168	902,852
Plus Year End Fair Value of Equity Awards Granted During the Covered Year that Remain Outstanding and Unvested as of Last Day of the Covered Year	9,610,668	1,752,675	8,014,339	2,219,330	4,208,794	1,183,545
Plus Year over Year Change in Fair Value as of the Last Day of the Covered Year of Outstanding and Unvested Equity Awards Granted in Prior Years	6,189,193	830,202	5,575,299	805,582	1,142,884	200,353
Plus Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Covered Year	2,122,806	—	1,913,225	413,373	1,203,182	—
Plus Year over Year Change in Fair Value as of the Vesting Date of Equity Awards Granted in Prior Years that Vested During the Covered Year	5,688,154	605,140	4,071,387	410,256	(2,503,478)	(301,618)
Minus Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Covered Year	—	—	—	—	—	—
Plus Value of Dividends or other Earnings Paid on Stock or Option Awards Not Otherwise Reflected in Fair Value or Total Compensation for the Covered Year	—	—	—	—	—	—
Compensation Actually Paid	\$28,454,770	\$4,710,541	\$23,880,808	\$5,647,041	\$ 7,136,927	\$ 2,661,740

Totals may not foot due to rounding.

In the table above, the unvested equity values are computed in accordance with the methodology used for financial reporting purposes, and for unvested awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the year. For the change in fair value of stock options, we used the Black-Scholes option pricing model with corresponding assumptions (risk-free interest rate, dividend yield, expected volatility factor, and expected option life) determined as of the applicable measurement date. Otherwise, the valuation assumptions used to calculate fair values did not materially differ from those used in our disclosures of fair value as of the grant date. For the Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Covered Year, we used the fair value of RSUs granted to the PEO or Other NEOs, as applicable, who were retirement-eligible as of the date of grant.

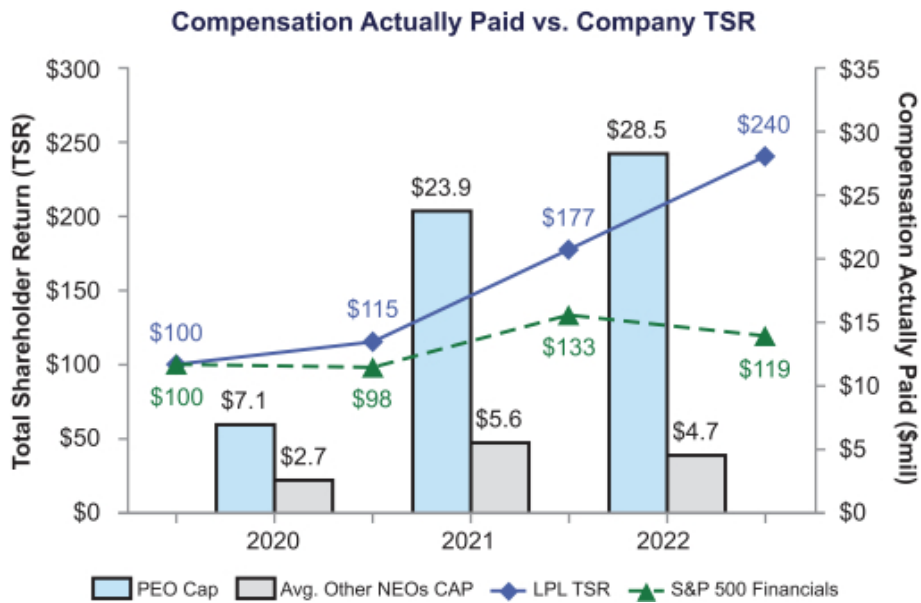
- (4) Total Shareholder Return (TSR) is cumulative for the measurement periods beginning on December 31, 2019 and ending on December 31 of each of 2022, 2021 and 2020, respectively, calculated in accordance with Item 201(e) of Regulation S-K.
- (5) "Peer Group" represents the S&P 500 Financial Sector Index, which is used by the Company for purposes of compliance with Item 201(e) of Regulation S-K.
- (6) This column reflects net income as reported for each year in the Company's Annual Report on Form 10-K.
- (7) Adjusted EBITDA is the company selected measure and is defined as EBITDA, further adjusted to exclude certain non-cash charges. See Appendix A in this Proxy Statement for a reconciliation of Adjusted EBITDA, a non-GAAP measure, to net income, the most directly comparable GAAP measure.

Performance Measures Used to Link Company Performance and CAP

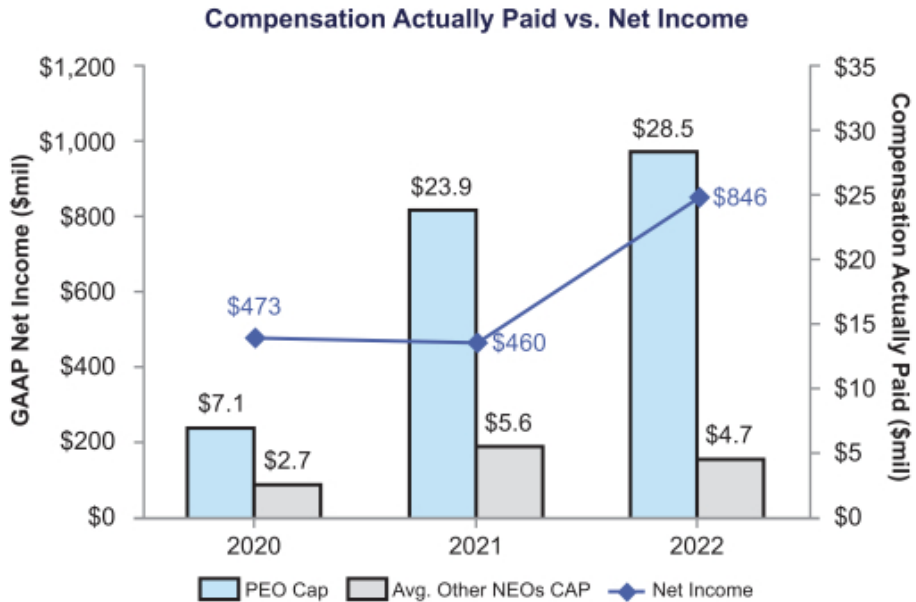
The following is a list of performance measures, which in our assessment represent the most important performance measures used by the Company to link compensation actually paid to the named executive officers for 2022. Each metric below is used for purposes of determining payouts under either our annual cash bonus plan or vesting of our performance stock units. Please see the CD&A for a further description of these metrics and how they are used in the Company’s executive compensation program.

- Adjusted EBITDA
- Operating Margin
- Organic Growth
- Relative TSR

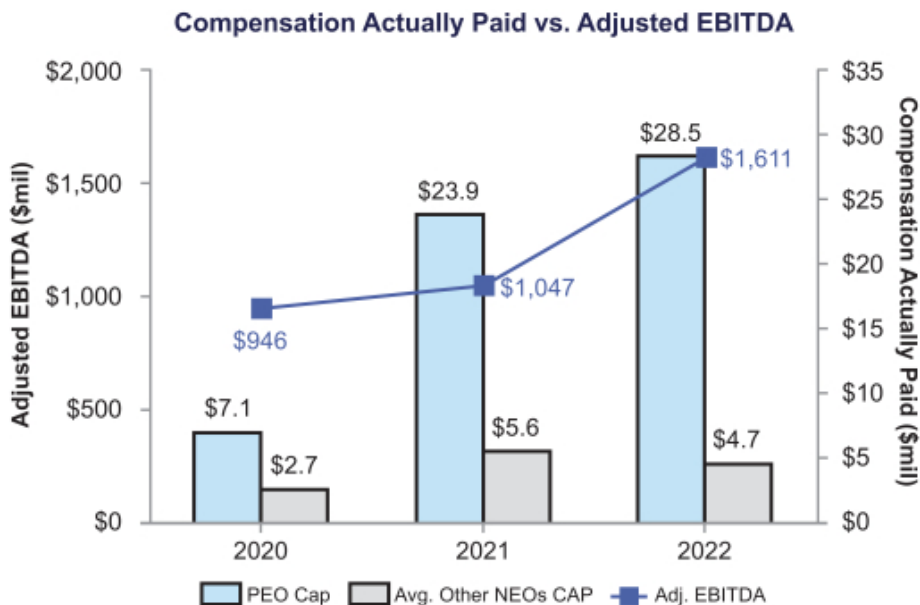
Relationship between CAP and TSR. The graphs below illustrate the relationship between our TSR and the Peer Group TSR, as well as the relationship between CAP and our TSR for the PEO and average Other NEOs for the applicable reporting year. Generally, CAP for our PEO, average CAP for our Other NEOs and our TSR have each increased over the periods shown.



Relationship between CAP and Net Income. The graph below reflects the relationship between CAP and Net Income for the PEO and the average for our Other NEOs for the applicable reporting year. Generally, CAP for our PEO, average CAP for our Other NEOs and our Net Income have each increased over the periods shown.



Relationship between CAP and Adjusted EBITDA (our Company-Selected Measure). The graph below reflects the relationship between CAP and Adjusted EBITDA for our PEO and average Other NEOs for the applicable reporting year. Generally, CAP for our PEO, average CAP for our Other NEOs and our Adjusted EBITDA have each increased over the periods shown.




Security Ownership of Certain Beneficial Owners and Management

The table below describes the beneficial ownership of our Common Stock as of March 13, 2023, by:

- persons or “groups” (as that term is used in Section 13(d)(3) of the Exchange Act) known by us to be the beneficial owner of 5% or more of the Common Stock;
- each of our NEOs, directors and director nominees; and
- all of our current directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Unless otherwise indicated, we believe, based on information furnished by such

persons, that each person listed below has sole voting and investment power with respect to the shares of Common Stock shown as beneficially owned. Securities that may be beneficially acquired within 60 days of March 13, 2023 are deemed to be beneficially owned by the person holding such securities for the purpose of computing ownership of such person, but are not treated as outstanding for the purpose of computing the ownership of any other person. The applicable percentage of beneficial ownership is based on 78,626,076 shares of Common Stock outstanding as of March 13, 2023.

Unless otherwise indicated in the footnotes to the following table, the address of each of the individuals named below is: c/o LPL Financial Holdings Inc., 4707 Executive Drive, San Diego, CA 92121.

Name of Beneficial Owner	Directly or Indirectly Held (#)	Right to Acquire (#)(1)	Other (#)	Total Amount and Nature of Beneficial Ownership of Common Stock (#)	Percentage of Common Stock (%)
5% Stockholders					
The Vanguard Group, Inc. (2)	—	—	—	7,568,439 (3)	9.6%
BlackRock, Inc. (4)	—	—	—	6,292,224	8.0%
Officers and Directors					
Dan H. Arnold	130,486	224,557	—	355,043	*
Matthew J. Audette	8,026	56,481	—	64,507	*
Dayton Semerjian	16,799	—	—	16,799	*
Kabir Sethi	—	4,036	—	4,036	*
Richard Steinmeier	22,196	—	—	22,196	*
Edward Fandrey	15,289	—	—	15,289	*
Edward C. Bernard	40,971 (5)	7,229	—	48,200	*
H. Paulett Eberhart	14,771	7,279	—	22,050	*
William F. Glavin, Jr.	2,218 (6)	19,850	—	22,068	*
Albert J. Ko	173	—	—	173	*
Allison H. Mnookin	4,205	4,704	—	8,909	*
Anne M. Mulcahy	33,094	—	—	33,094	*
James S. Putnam	120,975 (7)	12,954	—	133,929	*
Richard P. Schiffer	15,323	25,446	—	40,769	*
Corey E. Thomas	—	10,465	—	10,465	*
All current directors and executive officers as a group	496,541	503,600	—	1,000,141	1.3%

* Less than 1%



- (1) Consists of Common Stock which the named individual or group has the right to acquire within 60 days of March 13, 2023 through (i) the exercise of vested or vesting stock options, (ii) vesting RSUs or (iii) vested or vesting deferred stock units granted under our Non-Employee Director Deferred Compensation Plan.
- (2) This information is based on a Schedule 13G/A filed by the Vanguard Group, Inc. on February 9, 2023 with the SEC. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Includes 53,141 shares subject to shared voting power and 113,462 shares subject to shared investment power.
- (4) This information is based on a Schedule 13G/A filed by BlackRock, Inc. on February 3, 2023 with the SEC. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (5) Consists of (i) 5,000 shares of Common Stock held directly and (ii) 35,971 shares of Common Stock held indirectly through a trust for which Mr. Bernard is a trustee and disclaims beneficial ownership.
- (6) Consists of 2,218 shares of Common Stock held indirectly through spouse's trust. Mr. Glavin disclaims beneficial ownership of such securities.
- (7) Mr. Putnam holds 114,161 shares of Common Stock through James S. Putnam TTEE for Putnam Family Trust Dated 1699 Separate Property Trust.

Certain Relationships and Related Party Transactions

Review, Approval or Ratification of Transactions with Related Persons

In accordance with the charter of the Audit and Risk Committee and our written policy, the Audit and Risk Committee is responsible for reviewing and approving related party transactions. If it is not feasible to approve related party transactions in advance, the Audit and Risk Committee is permitted to ratify such transactions after the Company has entered into them, subject to the procedures and considerations described below.

The policy with respect to related party transactions applies to any transaction, arrangement or relationship, or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved exceeds or is expected to exceed \$120,000;
- the Company or any of its subsidiaries is a participant; and
- a related person has or will have a direct or indirect interest.

A related person is:

- any person who is, or at any time since the beginning of our last fiscal year was, a director or executive officer of the Company, or a nominee for election as a director of the Company;
- any beneficial owner of more than five percent of our Common Stock; or
- any immediate family member of the foregoing persons.

The Audit and Risk Committee is provided with the material facts of all transactions that require the Audit and Risk Committee's approval under the policy. In determining whether to approve or ratify a particular transaction, the Audit and Risk Committee will take into account, among other factors it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

Under the policy, a director is not permitted to participate in any discussion or approval of a transaction for which he or she (or an immediate

family member) is the related person, and such director must provide the Audit and Risk Committee with all material information concerning the transaction. If an approved transaction is ongoing, the Audit and Risk Committee may establish guidelines for management to follow in its dealings with such person and will annually review and assess compliance with such guidelines, and whether the transaction remains appropriate for the Company.

Business Transactions with Certain Stockholders

Janus Henderson Group PLC ("Janus Henderson") considered itself the direct or indirect beneficial owner of more than five percent of our Common Stock during 2022. The Company has entered into certain agreements in the ordinary course of business with affiliates of Janus Henderson and during the year ended December 31, 2022 received revenue of approximately \$5.3 million under such agreements.

**Proposal 2: Ratification of the Appointment of Deloitte & Touche LLP
by the Audit and Risk Committee of the Board of Directors as Our
Independent Registered Public Accounting Firm**



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by the Audit and Risk Committee of the Board of Directors as
Our Independent Registered Public Accounting Firm**

The Audit and Risk Committee has appointed Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2023, and the Board has directed that management submit the appointment of the independent registered public accounting firm for ratification by stockholders at the Annual Meeting. Deloitte has served as our independent registered public accounting firm since 2001.

Although stockholder ratification of the selection of Deloitte is not required by our bylaws or otherwise, upon the recommendation of the Audit and Risk Committee, the Board is submitting the appointment of Deloitte to the stockholders for ratification as a matter of good corporate practice. The Board and the Audit and Risk Committee believe they have undertaken appropriate steps with respect to

oversight of Deloitte's independence and that the continued retention of Deloitte to serve as our independent registered public accounting firm is in the best interests of the Company and its stockholders.

If the stockholders fail to ratify the appointment, the Audit and Risk Committee will reconsider the matter. Even if the appointment is ratified, the Audit and Risk Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of the Company and its stockholders.

Representatives of Deloitte are expected to be present at the Annual Meeting and will have the opportunity to make a statement and respond to appropriate questions from stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

Fees Paid to Independent Registered Public Accounting Firm

Aggregate fees for professional services rendered by Deloitte as of and for the years ended December 31, 2022 and 2021 were as follows:

Type of Services	2022	2021
Audit Fees (1)	\$ 3,690,000	\$ 3,313,000
Audit Related Fees (2)	879,400	952,000
Tax Fees (3)	317,222	242,000
All Other Fees (4)	30,000	—
Total	\$ 4,916,622	\$ 4,507,000

- (1) These fees include services performed in connection with the audit of our annual consolidated financial statements included in our annual reports on Form 10-K; the review of our interim condensed consolidated financial statements as included in our quarterly reports on Form 10-Q; and audits provided by Deloitte in connection with statutory and regulatory filings or engagements. The 2022 and 2021 columns include amounts billed in 2023 and 2022, respectively, related to 2022 and 2021 audit fees, respectively.
- (2) These fees are for services provided for other assurance and attestation services, including amounts incurred by the Company and paid to Deloitte in connection with our service auditor attest reports of internal controls, custody and other examinations, agreed-upon procedures, comfort letters and consents.
- (3) These fees include all services performed for non-audit related tax advice, planning and compliance services. The fees include amounts incurred by the Company and paid to Deloitte for tax compliance and advisory services.
- (4) These fees in 2022 represent subscriptions for research and guidance tools provided to the Company and fees for additional advisory services.

Pre-Approval Policies and Procedures

The Audit and Risk Committee pre-approves all audit, audit-related and permissible non-audit services provided by our independent registered public accounting firm. The Audit and Risk Committee has

also adopted policies and procedures that permit it to delegate its approval of certain engagements to its chair and to pre-approve certain permissible audit, audit-related and non-audit related services (which

**Proposal 2: Ratification of the Appointment of Deloitte & Touche LLP
by the Audit and Risk Committee of the Board of Directors as Our
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include tax and consulting services) (“Pre-approved Services”) for a particular year. On an annual basis, the Audit and Risk Committee reviews and pre-approves the scope and dollar limits associated with the various Pre-approved Services, as well as an overall pre-approved dollar limit for all engagements with the auditors, for the fiscal year.

Under its pre-approval policy, the following engagements must be pre-approved by the full Audit and Risk Committee (and cannot be delegated to the Audit and Risk Committee chair) for:

- the annual audit engagement;
- any engagement for services with proposed fees expected to exceed \$200,000; or
- all engagements for internal control-related services (other than those performed as part of the annual audit engagement).

Any engagement of the independent auditors for a specific service that does not require pre-approval

from the Audit and Risk Committee may be pre-approved by the chair of the Audit and Risk Committee. Aggregate engagements for services approved in a fiscal year shall be subject to the aggregate dollar limit, and any such engagements will be communicated to the Audit and Risk Committee at its next regular scheduled meeting.

The policy also requires that prior to the provision of any tax services or engagements for internal controls, written documentation must be provided by the independent registered public accounting firm describing the scope and nature of the proposed engagement. In addition, the potential effects of the engagement on the auditors’ independence must be discussed with the Audit and Risk Committee. With respect to tax services engagements, the auditors must also provide descriptions of the fee structure and any other written agreement or amendment to an existing engagement letter relating to the provision of the tax service, and descriptions of the involvement of any third party.

Report of the Audit and Risk Committee of the Board of Directors

The Audit and Risk Committee of the Board of Directors (the “Audit Committee”) comprises the six directors named below. Each member of the Audit Committee is an independent director (as independence is defined in the listing standards of the Nasdaq Global Select Market and Rule 10A-3 under the Exchange Act with respect to membership on audit committees).

The Audit Committee has adopted a written charter, which has been approved by the Board of Directors. The Audit Committee has reviewed and discussed the Company’s audited consolidated financial statements with management, which has primary responsibility for the consolidated financial statements, and with the Company’s independent registered public accounting firm. The Company’s independent registered public accounting firm is responsible for expressing opinions on the conformity of the Company’s audited consolidated financial statements with generally accepted accounting principles and on the Company’s internal control over financial reporting. The Audit Committee has discussed with the Company’s independent registered public accounting firm, which was Deloitte & Touche LLP and the member firms of Deloitte Touche Tohmatsu (collectively referred to as “Deloitte”) for 2022 and 2021, the matters that are required to be discussed by applicable standards of the Public Company Accounting Oversight Board (“PCAOB”), including Auditing Standard 1301, “*Communications with Audit Committees*,” as adopted by the PCAOB, as well as Rule 2-07 of Regulation S-X of the SEC-- “*Communication with Audit Committees*.” Deloitte has also provided to the Audit Committee their communication required by PCAOB Ethics and Independence Rule 3526, “*Communications with Audit Committees Concerning Independence*,” and the Audit Committee discussed with Deloitte the firm’s independence. The Audit Committee also considered and determined that the provision by Deloitte of non-audit related services in 2022, which consisted of tax advisory services, is compatible with the independence standard. Based on the foregoing review and discussions, the Audit Committee recommended to the Board of Directors that the consolidated financial statements audited by Deloitte for 2022 and 2021 be included in the Company’s Annual Report on Form 10-K for 2022, and the Audit Committee has appointed Deloitte as the Company’s independent registered public accounting firm for 2023.

H. Paulett Eberhart, Chair
Edward C. Bernard
William F. Glavin, Jr.
Albert J. Ko
Richard P. Schiffer
Corey E. Thomas

March 30, 2023

Proposal 3: Approval, in an Advisory Vote, of the Compensation Paid to Our Named Executive Officers

The Compensation Discussion and Analysis beginning on page 33 of this proxy statement describes our executive compensation program and the compensation decisions that the Compensation Committee and Board of Directors made in 2022 with respect to the compensation of our NEOs. The Board of Directors is asking stockholders to cast a non-binding, advisory vote “FOR” the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby **APPROVED**.

As we describe in the Compensation Discussion and Analysis, our NEO compensation is designed to closely align the interests of our NEOs with those of our stockholders on both a short-term and long-term basis, and to attract and retain key executives critical to our success.

We urge stockholders to read the Compensation Discussion and Analysis beginning on page 33 of this proxy statement and to review the 2022 Summary Compensation Table and related compensation tables and discussion, beginning on page 52, as well as the Pay Versus Performance Disclosure appearing on pages 66 to 69, which provide detailed information on the Company's compensation policies and practices. We believe stockholders should focus on the following areas when reviewing our NEO compensation:

Pay for Performance

Annual Cash Bonus Opportunities. We provide annual cash bonus awards in order to tie a significant portion of the overall cash compensation of each of our NEOs to the achievement of annually established, key short-term corporate objectives and financial goals of the Company, as well as to recognize individual performance. At the beginning of 2022, the Compensation Committee established a bonus funding framework based on an objective financial performance target and the collective achievement of the Company's five corporate goals for 2022. Each NEO's individual target award amount was set by the Compensation Committee by reference to market compensation for comparable positions within our peer group as well as the nature of the NEO's role and responsibilities. By emphasizing executives' contributions to the Company's overall performance rather than focusing only on their individual business or function, we believe that these cash bonuses provided a significant incentive to our NEOs to work towards achieving our overall Company objectives.

Long-Term Incentives. The purposes of our long-term equity incentive program are to promote achievement of corporate goals that drive long-term stockholder value, to align the interests of our executive officers and other key employees with our stakeholders and to retain key executives. We provide stock-based, long-term compensation to our NEOs through equity awards under our stockholder-approved equity plans. We believe this long-term incentive compensation, which includes performance stock units keyed to our total shareholder return relative to a predetermined comparator group over a three-year performance period, motivates our NEOs to sustain longer-term financial and operational performance and rewards them when such efforts lead to increases in stockholder value.

Alignment with Long-Term Stakeholder Interests

Our executive compensation is weighted towards variable, at-risk pay in the form of annual and long-term incentives, with a large portion of executive compensation tied to long-term performance. In addition, we have adopted:

Equity Ownership Guidelines. We focus our executives on long-term stockholder value by requiring that all executive officers own a significant amount of our equity.



Performance-Based Annual LTI Awards. In 2022, our annual equity grants to our chief executive officer consisted of 70% PSUs and 30% RSUs (by grant date value), and our annual equity grants to our other NEOs consisted of 60% PSUs and 40% RSUs (excluding any sign-on equity grant). We believe that this blended approach aligned with our pay-for-performance principles and provided appropriate incentives for long-term stockholder value creation while also serving as a retention tool for the Company. The use of PSUs puts appropriate focus on long-term alignment and pay relative both to market peers and stockholder returns.

Recoupment Policy. We have adopted a recoupment policy that permits the Compensation Committee, in the event of a restatement of the Company's financial statements due to material noncompliance with financial reporting requirements under the securities laws, to review the annual cash bonuses, performance-based compensation and time-based equity and equity-based awards awarded or paid to executive officers 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 received 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 seek reimbursement from any of the covered executives in the amount of the excess compensation awarded or paid.

Anti-Hedging and Anti-Pledging Policy. We believe that hedging transactions may permit executives to own Company securities obtained through our executive compensation program or otherwise without the full risks and rewards of ownership. When that occurs, an executive may no longer have the same objectives as the Company's other stockholders. As a result, we have adopted a policy, included within our Insider Trading Policy and applicable to all employees, officers, directors and consultants of the Company, which prohibits short sales, hedging or engaging in monetization transactions, including through the use of put and call options, collars, prepaid variable forwards and equity swaps. The policy also prohibits holding Company securities in a margin account or pledging Company securities as collateral for a loan, because a margin or foreclosure sale may occur when an executive is aware of material nonpublic information or otherwise not permitted to trade.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THIS PROPOSAL.

Proposal 4: Approval, in an Advisory Vote, of the Frequency of Future Advisory Votes on Compensation Paid to Our Named Executive Officers

In Proposal 3, we are asking stockholders to cast an advisory vote for the compensation disclosed in this proxy statement that we paid in 2022 to our NEOs. This advisory vote is referred to as a “say-on-pay” vote. In this Proposal 4, the Board of Directors is asking stockholders to cast a non-binding, advisory vote on how frequently we should have say-on-pay votes in the future. Stockholders will be able to mark the enclosed proxy card or voting instruction form on whether to hold say-on-pay votes every **1 YEAR**, **2 YEARS** or **3 YEARS**. Alternatively, you may indicate that you are abstaining from voting.

RESOLVED, that the stockholders of the Company recommend, in a non-binding vote, holding the vote to approve the compensation of the Company’s named executive officers every year.

The Board believes that having an advisory vote on NEO compensation every **1 YEAR**, which has been our practice, will continue to be a meaningful and effective way to gather feedback on the Company’s executive compensation philosophy, policies and procedures.

The Board believes that continuing to hold the advisory vote on NEO compensation annually allows for frequent and timely feedback from shareholders.

This vote, like the say-on-pay vote itself, is not binding on the Board. However, if a plurality of votes are cast in favor of an interval other than every year, the Board intends to evaluate the frequency with which an advisory vote on executive compensation will be submitted to stockholders in the future.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE “1 YEAR” OPTION AS THE FREQUENCY FOR THE ADVISORY VOTE ON NEO COMPENSATION.

Stockholder Proposals and Other Matters

Stockholder Proposals for Inclusion in 2024 Proxy Materials

To be eligible for inclusion in the proxy materials for our 2024 annual meeting, stockholder proposals must be received by our corporate secretary no later than Friday, December 1, 2023. Proposals should be sent to the Board of Directors, care of Corporate Secretary, LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715, and follow the procedures required by SEC Rule 14a-8.

Stockholder Director Nominations for Inclusion in 2024 Proxy Materials Using Proxy Access

Our bylaws provide for proxy access by permitting a stockholder, or a group of up to 20 stockholders, that has owned at least three percent of our Common Stock continuously for three years to nominate and include in the Company's annual meeting proxy materials the greater of two directors or twenty percent of the Board, provided that the stockholders and nominees satisfy the requirements specified in the bylaws. In accordance with our bylaws, a stockholder or group of stockholders that wishes to nominate any director candidates using proxy access must provide a notice of proxy access nomination (containing the information specified in our bylaws regarding the stockholder and the nominee or nominees) to our corporate secretary:

- not less than 90 nor more than 120 days prior to the anniversary of the date that the Company issued its proxy statement for the previous year's annual meeting of stockholders; or
- if the date of the annual meeting of stockholders is more than 30 days earlier or more than 60 days later than the anniversary date of the most recent annual meeting of stockholders, then not later than the close of business on the 10th day after public announcement of the meeting date.

Accordingly, to comply with the above requirements and the SEC's universal proxy rules and therefore be eligible for inclusion in the proxy materials for our 2024 annual meeting, a notice of proxy access nomination must be received no earlier than Friday, December 1, 2023 and no later than Sunday, December 31, 2023.

Stockholder Director Nominations and Other Stockholder Proposals for Presentation at the 2024 Annual Meeting, but not for Inclusion in Proxy Statement

In accordance with our bylaws, written notice of stockholder nominations to the Board of Directors and any other business proposed by a stockholder that is not to be included in the proxy statement must be delivered to our corporate secretary not less than 90 nor more than 120 days prior to the anniversary of the preceding year's annual meeting. Accordingly, to comply with these requirements and the SEC's universal proxy rules, any stockholder who wishes to have a director nomination or other business considered at the 2024 annual meeting that is not to be included in the proxy statement must deliver a written notice (containing the information specified in our bylaws regarding the stockholder and the proposed action) to our corporate secretary between Friday, January 12, 2024 and Sunday, February 11, 2024.

SEC rules permit management to vote proxies in its discretion with respect to such matters if we advise stockholders how management intends to vote. Management knows of no matter to be brought before the Annual Meeting that is not referred to in the Notice. If any other matters properly come before the Annual Meeting, we intend that the shares represented by proxy will be voted with respect thereto in accordance with the judgment of the persons voting them.

Policy with Respect to the Consideration of Director Candidates Recommended or Nominated by Stockholders

The Nominating and Governance Committee will consider director candidates recommended by stockholders in accordance with our bylaws. For a stockholder to make any nomination for election to the Board of Directors at an annual meeting, the stockholder must provide notice and certain information about the recommending stockholder and the nominee to the Company, which notice must be delivered to, or mailed and received at, the Company's principal executive offices:

- no later than the close of business on the 90th calendar day nor earlier than the close of business on the 120th calendar day, prior to the

anniversary date of the prior year's annual meeting; or

- if there was no annual meeting in the prior year or if the date of the current year's annual meeting is more than 30 days before or after the anniversary date of the prior year's annual meeting, on or before 10 days after the day on which the date of the current year's annual meeting is first disclosed in a public announcement.

Submissions must be in writing and addressed to the Nominating and Governance Committee, care of Corporate Secretary, LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715. Electronic submissions will not be considered.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who own more than 10% of a registered class of the Company's equity securities (collectively, the "Reporting Persons"), to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Based solely on our review of the copies of such forms and written representations of the Reporting Persons received by us, we believe that there has been compliance with all Section 16(a) filing requirements applicable to such Reporting Persons with respect to the year ended December 31, 2022, except that due to administrative oversight one late Form 5 for Mr. Arnold was reported on a Form 5 filed on February 21, 2023, reporting a charitable gift of common stock on October 6, 2022.

Other Information

Copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, including the financial statements and financial statement schedules, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are available on our website at www.lpl.com or on the website maintained by the SEC at www.sec.gov. Printed copies of these materials are available free of charge (except for the costs of duplication and mailing in the case of exhibits to such documents) to stockholders who request them in writing from our corporate secretary at LPL Financial Holdings Inc., 1055 LPL Way, Fort Mill, South Carolina 29715, or by calling our offices at (704) 733-3300. Information on our website or hyperlinked to it is not incorporated by reference into this proxy statement.

Non-GAAP Financial Measures

We believe 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. We use this non-GAAP information internally to evaluate operating performance and to formulate the budget for future periods. We believe that the non-GAAP measures and metrics discussed below are appropriate for evaluating the performance of the Company for compensation-related purposes.

Gross Profit

Gross profit is defined as total revenue less advisory and commission expense and brokerage, clearing and exchange expense. All other expense categories, including depreciation and amortization of property and equipment and amortization of other intangibles, are considered by management to be 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 financial measures that may not be comparable to those of others in its industry. We believe that gross profit amounts can provide investors with useful insight into the Company's core operating performance before indirect costs that are general and administrative in nature. Set forth below is a calculation of the Company's Gross Profit for the years ended December 31, 2022, 2021 and 2020.

Core G&A

Core G&A is defined as total expense, which was \$7.5 billion for the year ended December 31, 2022, excluding the following expenses: advisory and commission; depreciation and amortization; interest expense on borrowings; brokerage, clearing and exchange; amortization of other intangibles; loss on extinguishment of debt; promotional; acquisition

Set forth below is a calculation of Gross Profit for the periods presented (in thousands):

	Years Ended December 31,		
	2022	2021	2020
Total revenue	\$ 8,600,825	\$ 7,720,830	\$ 5,871,640
Advisory and commission expense	5,324,827	5,180,090	3,697,147
Brokerage, clearing and exchange expense	86,063	86,023	71,185
Gross Profit	\$ 3,189,935	\$ 2,454,717	\$ 2,103,308

costs; employee share-based compensation; and regulatory charges. Management presents Core G&A because it believes Core G&A reflects the corporate 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 advisory and commission expense, or which management views as a 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 expense as calculated in accordance with GAAP. Set forth below is a reconciliation of the Company's total expense to Core G&A for the years ended December 31, 2022, 2021 and 2020.

EBITDA

EBITDA is defined as net income plus interest expense on borrowings, provision for income taxes, depreciation and amortization and amortization of other intangibles. We believe that EBITDA 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. Set forth below is a reconciliation of the Company's net income to EBITDA for the years ended December 31, 2022, 2021 and 2020.

Adjusted EBITDA

Adjusted EBITDA is defined as EBITDA, further adjusted to exclude certain non-cash charges. We believe that Adjusted EBITDA can be a useful financial metric in assessing our historical operating performance from period to period by excluding certain items that we believe are not representative of our core business. Set forth below is a reconciliation of the Company's net income to Adjusted EBITDA for the years ended December 31, 2022, 2021 and 2020.

Set forth below is a reconciliation of the Company's total expense to Core G&A for the periods presented (in thousands):

	Years Ended December 31,		
	2022	2021	2020
Total expense	\$ 7,489,172	\$ 7,119,501	\$ 5,245,567
Advisory and commission	5,324,827	5,180,090	3,697,147
Depreciation and amortization	199,817	151,428	109,732
Interest expense on borrowings	126,234	104,414	105,765
Brokerage, clearing and exchange	86,063	86,023	71,185
Amortization of other intangibles	87,560	79,260	67,358
Loss on extinguishment of debt	—	24,400	—
Total general and administrative expense	<u>1,664,671</u>	<u>1,493,886</u>	<u>1,194,380</u>
Promotional	353,946	288,016	208,250
Acquisition costs	36,165	76,388	—
Employee share-based compensation	50,050	41,844	31,650
Regulatory charges	32,564	29,430	29,373
Core G&A	<u>\$ 1,191,946</u>	<u>\$ 1,058,208</u>	<u>\$ 925,107</u>

Set forth below is a reconciliation of the Company's net income to EBITDA and Adjusted EBITDA for the periods presented (in thousands):

	Years Ended December 31,		
	2022	2021	2020
Net income	\$ 845,702	\$ 459,866	\$ 472,640
Interest expense on borrowings	126,234	104,414	105,765
Provision for income taxes	265,951	141,463	153,433
Depreciation and amortization	199,817	151,428	109,732
Amortization of other intangibles	87,560	79,260	67,358
EBITDA	<u>1,525,264</u>	<u>936,431</u>	<u>908,928</u>
Employee share-based compensation (1)	50,050	41,844	31,650
Other (2)	36,165	68,662	5,716
Adjusted EBITDA	<u>\$ 1,611,479</u>	<u>\$ 1,046,937</u>	<u>\$ 946,294</u>

(1) Represents share-based compensation expense 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) Other includes acquisition costs incurred to setup, onboard and integrate acquired entities and the loss on extinguishment of debt. Other for the year ended December 31, 2021 also includes adjustments to exclude the impact of the acquisition of Waddell & Reed's wealth management business.

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LPL FINANCIAL HOLDINGS INC.
1055 LPL WAY
FORT MILL, SOUTH CAROLINA 29715



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 p.m. Eastern Time on May 10, 2023. Follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions until 11:59 p.m. Eastern Time on May 10, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V04897-P89934

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

LPL FINANCIAL HOLDINGS INC.

The Board of Directors recommends you vote FOR each of the nominees listed in Proposal 1, FOR Proposals 2 and 3, and 1 YEAR for Proposal 4.

1. Elect the ten nominees named in the proxy statement to the Board of Directors of LPL Financial Holdings Inc. (the "Company").

Nominees:		For	Against	Abstain
1a.	Dan H. Arnold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b.	Edward C. Bernard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c.	H. Paulett Eberhart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d.	William F. Glavin Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e.	Albert J. Ko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f.	Allison H. Mnookin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g.	Anne M. Mulcahy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h.	James S. Putnam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i.	Richard P. Schifter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j.	Corey E. Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Ratify the appointment of Deloitte & Touche LLP by the Audit and Risk Committee of the Board of Directors as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. For Against Abstain

3. Approve, in an advisory vote, the compensation paid to the Company's named executive officers. For Against Abstain

4. Approve, in an advisory vote, the frequency of future advisory votes on the compensation paid to the Company's named executive officers. 1 Year 2 Years 3 Years Abstain

NOTE: Such other business as may properly come before the meeting or any adjournment thereof will be voted on by the proxy holders in their discretion.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

V04898-P89934

LPL Financial Holdings Inc.

Notice of 2023 Annual Meeting of Stockholders

Proxy Solicited by the Board of Directors for the 2023 Annual Meeting of Stockholders — May 11, 2023

Matthew J. Audette and Gregory M. Woods, and each of them with power to act without the other and with power of substitution (the "Proxies"), are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of LPL Financial Holdings Inc. (the "Company") to be held on May 11, 2023 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees in Proposal 1, FOR Proposals 2 and 3, and 1 YEAR for Proposal 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Annual Meeting.

(Items to be voted appear on reverse side)