

LPL FINANCIAL HOLDINGS INC.
AUDIT COMMITTEE CHARTER

I. PURPOSE

The Audit Committee (the “Committee”) is established by the Board of Directors (the “Board”) of LPL Financial Holdings Inc. (the “Company”) for the primary purposes of:

- Assisting the Board in oversight and monitoring of:
 - The integrity of the Company’s financial statements, and other financial information provided by the Company to its shareholders and others;
 - The integrity of the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements;
 - The Company’s compliance with legal, and regulatory requirements, including those related to public disclosure;
 - The Company’s enterprise risk management (“ERM”), except for risks assigned to other committees of the Board or retained by the Board;
 - The independent auditor, including its qualifications, performance and independence;
 - The performance of the Company’s internal audit function; and
 - Other responsibilities set out herein.
- Preparing the audit committee report the Securities and Exchange Commission (the “SEC”) requires to be included in the Company’s annual proxy statement.

The Committee has the direct and sole responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent auditor, including the resolution of disagreements between management and the auditor regarding financial reporting.

Company management is responsible for preparation, presentation and integrity of the Company’s financial statements, and the independent auditor is responsible for auditing those financial statements. While the Committee has been given certain duties and responsibilities pursuant to this Audit Committee Charter (the “Charter”), it is not the duty of the Committee to plan or conduct audits, determine that the Company’s financial statements and disclosures are complete and accurate, or determine that statements are in accordance with generally accepted accounting principles (“GAAP”). Furthermore, while the Committee is responsible for reviewing and assessing the Company’s processes to manage and control risk, it is the responsibility of the Chief Executive Officer and senior management to assess and manage the Company’s exposure to risk and to develop and supervise the Company’s compliance with applicable legal and regulatory requirements and its ERM policies and processes.

The Committee will encourage continuous improvement of, and foster adherence to, the Company’s policies and procedures. The Committee will also foster open communication among the independent auditor financial and senior management, the internal auditing function, and the Board.

The Committee has the authority to obtain advice and assistance from outside legal counsel, accounting, or other outside advisors and from any officer or employee of the Company as deemed appropriate to perform its duties and responsibilities. The Committee shall also have authority to request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall be entitled

to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from, and (ii) the accuracy of information (financial and other) provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). The Committee shall have full, unrestricted access to Company records.

The Company will provide appropriate funding, as determined by the Committee, for compensation to the independent auditor, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this Charter.

II. COMPOSITION AND MEETINGS

The Committee will be comprised of three or more directors as determined by the Board and each committee member will satisfy all independence requirements under applicable laws, including the rules and regulations promulgated under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), as well as the listing standards of the Nasdaq Stock Market (or any other exchange on which the Company’s common stock is then listed). All members of the Committee will be familiar with finance and accounting practice and principles and shall be financially literate, and at least one member of the Committee will be an “audit committee financial expert” as defined by the SEC. The designation or determination by the Board of a person as an audit committee expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. Committee members will be encouraged to enhance their familiarity with finance and accounting. To effectively perform his or her role, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company’s business, operations and risks.

The members of the Committee will be elected by the Board annually, on the recommendation of the Nominating and Governance Committee, each to serve until his or her successor is elected. No member of the Committee may sit on more than three separate audit committees of public companies, including this Committee. No Committee member shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. The Board may remove any member from the Committee at any time with or without cause.

The Committee should meet as frequently and at such intervals as considered necessary to carry out its duties and responsibilities and shall meet at least four times annually and, to the extent practicable, in conjunction with the regularly scheduled Board meetings. The Committee shall fix its own rules of procedure. The Board shall designate one member of the Committee to serve as chair of the Committee. If a chair is not designated by the Board, the members of the Committee may designate a chair by majority vote. The chair will preside, when present, at all meetings of the Committee.

Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participating in any meeting shall be deemed to constitute waiver of any deficiency in such notice).

A majority of members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of members of the Committee (or subcommittee) at any meeting at which a quorum is present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing (which shall include electronic communications). Minutes of each meeting shall be prepared under

the direction of the chair of the Committee and circulated to Committee members for review and approval and filed in the Company's records.

The Committee shall have the power to create subcommittees, each consisting of one or more of its members, when it deems appropriate, with such powers as the Committee shall from time to time confer, provided that decisions of such subcommittee shall be presented to the full Committee at its next scheduled meeting. Each subcommittee shall keep minutes of its meetings and report them to the Committee.

As part of its responsibility to foster open communication, the Committee will meet periodically with management, the Chief Audit Executive, and the independent auditor in separate executive sessions to discuss the results of examinations or any matters that the Committee or any of these persons or firms believe should be discussed privately. In addition, the Committee will meet with the independent auditor and management to discuss the annual audited financial statements.

III. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee include, but are not limited, to the following:

Financial Reporting Processes, Accounting Policies, and Internal Control Structure

1. Review and discuss with management and the independent auditor:
 - a. The Company's annual audited financial statements, and related notes, quarterly unaudited financial statements and the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" (the "MD&A") prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q with the SEC; recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K;
 - b. The results of the independent auditor's annual audit, and their report thereon, and any accompanying management letter and quarterly review, and any other matters required to be communicated to the Committee by the independent auditor under the auditing standards of the Public Company Accounting Oversight Board or pursuant to Section 10A of the Exchange Act;
 - c. Any material changes to the Company's accounting principles and practices used in preparing financial statements, and the effect of regulatory and accounting initiatives, as well as alternative GAAP methods and off-balance-sheet structures, on the financial statements of the Company;
 - d. Other relevant financial information submitted by the Company to any governmental body or the public, such as earnings press releases, including the use of non-GAAP financial measures, financial information and earnings guidance prior to public disclosure to analysts and ratings agencies; review standards for financial information and earnings guidance provided to creditors, analysts, or ratings agencies;
 - e. Reports to management prepared by the independent auditor or internal audit and any responses to the same by management; and
 - f. Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

2. Review and discuss with management, internal audit (as appropriate) and the independent auditor, the Company's financial reporting processes and internal controls, including:
 - a. The Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation;
 - b. The adequacy of the Company's internal controls including computerized information system controls and security;
 - c. Any significant changes in the Company's selection or application of accounting principles;
 - d. The extent to which any previously-approved changes or improvements in financial or accounting practices and internal controls have been implemented;
 - e. Any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of the identified deficiencies;
 - f. Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issue; and
 - g. Any related significant findings and recommendations of the independent auditor and internal audit together with management's responses.
3. Discuss with management and the independent auditor their judgment about the quality of accounting principles, the reasonableness of significant judgments, including a description of any transactions as to which the management obtained letters required under applicable auditing standards regarding reports on the application of accounting principles, and the clarity of the disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures under the MD&A.
4. Prepare the Committee report for inclusion in the Company's annual proxy statement as required by the rules of the SEC.
5. Review the adequacy of the Company's internal control over financial reporting and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations.

Independent Auditor

6. Select, oversee, retain and compensate the independent auditor and all fees and terms of audit and non-audit engagements with the independent auditor, in each case as may be permissible and compatible with the auditor's independence. The independent auditor will report directly to the Committee and the Committee will oversee the resolution of disagreements between management and the independent auditor if they arise.
7. Establish policies and procedures for pre-approval of all audit and permitted non-audit and tax services to be performed for the Company by the independent auditor, as set forth in Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC. The authority to grant pre-approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the full Committee at its next regularly scheduled meeting.
8. Review with internal audit and independent auditor the overall scope and plans for audits, including authority, independence and organizational reporting lines, and adequacy of staffing and compensation.

Review reports submitted to the Committee by the independent auditor in accordance with applicable SEC requirements.

9. Obtain assurance from the independent auditor that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.
10. Hold timely discussions with the independent auditor regarding any matters appropriate or required to be discussed under applicable accounting and auditing professional standards or applicable regulations, including auditing standards adopted by the Public Company Accounting Oversight Board. These discussions shall include:
 - a. The independent auditor's judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting;
 - b. The completeness and accuracy of the Company's financial statements;
 - c. All critical accounting policies and practices used in preparation of the Company's financial statements;
 - d. All critical audit matters ("CAM") and related CAM disclosures;
 - e. Any alternative treatments of GAAP that have been discussed with management, the ramifications of the use of such alternative (including disclosures), and the treatment preferred by the independent auditor;
 - f. Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences;
 - g. Reviewing reports submitted to the Committee by the independent auditor in accordance with applicable SEC requirements and any material issues raised in such reports;
 - h. Any significant changes required in the independent auditor's audit plan; and
 - i. Any difficulties or disputes with management encountered during the course of the audit and management's response.
11. Review the independent auditor's qualifications, performance and independence, and replace the independent auditor if circumstances warrant. Review and evaluate the qualifications of the lead partner and other senior members of the team each year, including compliance with applicable rotation requirements. The Committee will also consider whether there should be rotation of the firm itself. At least annually, obtain and review formal written documentation from the independent auditor describing:
 - The independent auditor's internal quality control procedures and any material issues raised by the independent audit firm's most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the firm, and any steps taken to deal with any such issues.
 - The independent auditor's independence and all relationships between the independent auditor and the Company, addressing the matters set forth in applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the

Committee concerning independence. The formal reports from the independent auditor to the Committee should be used to evaluate the independent auditor's qualifications, performance, and independence. The Committee shall actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the outside auditor.

12. Set clear hiring policies, compliant with governing laws and regulations, for employees or former employees of the independent auditor and oversee the hiring of any personnel from the independent auditor into positions with the Company in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002. Review and concur with the Company's hiring of employees of the independent auditor who were engaged on the Company's account.

Internal Audit

13. Review and approve, at least annually, the internal audit charter.
14. Review and approve the annual risk-based internal audit plan and any major changes to the approved plan. The Committee shall have the authority to direct the internal audit department to undertake specific projects, including review of specific departments or processes of the Company.
15. Assess the performance of and approve the remuneration of the Chief Audit Executive.
16. Review and approve decisions regarding the appointment and removal of the Chief Audit Executive.
17. Establish a process to receive timely communications from the Chief Audit Executive on the internal audit department's performance relative to its plan and other matters. Periodically review with the Chief Audit Executive significant findings and management's responses thereto; any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information; and the internal audit budget and resource plan.

Legal, Regulatory and Risk Management

18. Review and discuss the policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major regulatory, litigation and financial risk exposures and the steps management has undertaken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk and the Committee's responsibility is to discuss guidelines and policies by which risk assessment and management are undertaken.
19. Periodically review with the Chief Legal Officer and Chief Risk Officer, or appropriate delegates, the Company's compliance with legal and regulatory requirements, any significant items pertaining to risk management, compliance, or other regulatory matters, particularly any legal and regulatory matter that may have a significant impact on the Company's financial statements, related compliance policies, and programs and reports received from regulators.
20. Establish and oversee procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and internal audit these procedures and any significant complaints received.

21. Oversee and review the Company's Related Party Transaction Policy. Review and approve all related-party transactions (as required under such policy).

Periodically review with the Chief Information Officer the Company's technology operations , including any significant items pertaining to the Company's information technology systems and services.

Other Responsibilities

22. Conduct an annual performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein.
23. Review and assess the adequacy of this Charter periodically, at least annually, and recommend to the Board any necessary amendments.
24. Report to the Board on a regular basis, both with respect to the activities of the Committee generally and with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the independent auditor or the performance of internal audit.
25. Perform any other activities consistent with this Charter, the Company's bylaws, and governing law, as the Board deems necessary or appropriate.

IV. AMENDMENTS

This Charter is subject to amendment or change from time-to-time by the Company. Any changes must be approved by the Board and communicated in writing.

As of February 11, 2021