

**CHARTER OF THE  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
AFFILIATED COMPUTER SERVICES, INC.  
(the “Company”)**

**As Restated on February 3, 2004**

**I. PURPOSE**

The Compensation Committee (the “Committee”) shall have the direct responsibility to:

- a. Review, determine and recommend to the Board of Directors (the “Board”), or approve (with respect to the Chief Executive Officer either as a Committee or together with other independent directors as directed by the Board) the Company’s compensation programs and compensation of the Company’s executives; and
- b. Produce and approve an annual report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations of the New York Stock Exchange, Inc. (the “NYSE”), Securities and Exchange Commission (the “SEC”) and other regulatory bodies.

The Committee’s role is one of oversight. The Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise, except as may be required by applicable law.

**II. COMPOSITION**

The Committee shall be comprised of two or more members of the Board, each of whom is determined by the Board to be “independent” under the rules of the NYSE. Additionally, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The Board shall select members based upon their knowledge and experience in compensation matters and with care to avoid any conflicts of interest. The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by majority vote of the Board. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair shall be entitled to cast a vote to resolve any ties. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

### **III. MEETINGS**

The Committee shall meet as frequently as circumstances dictate, but not less than once in any fiscal year. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. A majority of the Committee members, but not less than two, will constitute a quorum. A majority of the Committee members present at any Committee meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Chair of the Committee shall designate a person, who need not be a member, to act as secretary, and minutes of the Committee's proceedings shall be kept in minute books provided for that purpose.

### **IV. RESPONSIBILITIES AND DUTIES**

The Committee shall have the following responsibilities and duties:

#### **Setting Compensation for Executive Officers and Directors**

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and President and Chief Operating Officer and evaluate the performance of the Chief Executive Officer and President and Chief Operating Officer in light of the criteria and, based on such evaluation, review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the Chief Executive Officer and President and Chief Operating Officer. Review and approve the calculation of the compensation of the Chairman based on his Employment Agreement.
2. Review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the remaining executive officers of the Company.
3. In connection with executive compensation programs:
  - A. Review and recommend to the full Board, or approve, new executive compensation programs;
  - B. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
  - C. Establish and periodically review policies for the administration of executive compensation programs.
4. Review and approve annual performance goals for performance-based compensation that is intended to be tax deductible under Section 162 (m) of the Internal Revenue Code and determine whether the performance goals and objectives are attained.
5. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the non-management Directors.

### **Monitoring Incentive and Equity-Based Compensation Plans**

6. Review and make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans.
7. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
8. Review and approve all awards of stock options or other awards pursuant to the Company's equity-based plans.
9. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant's fees and other retention terms.

### **Reports**

10. Produce and approve an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies.
11. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

### **Administrative**

12. Recommend to the Board any appropriate extension or changes in the duties of the Committee.
13. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
14. Perform any other activities, duties or responsibilities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
15. Perform a review and evaluation, at least annually, of the performance of the Committee and its members.
16. Maintain minutes or other records of meetings and activities of the Committee.
17. Review and update this Charter as conditions dictate.