

**COMPUTER SCIENCES CORPORATION
COMPENSATION COMMITTEE CHARTER**

as amended and restated effective June 7, 2004

PURPOSE

The role of the Compensation Committee is:

- (1) to assist the Board of Directors in determining the performance and compensation of the Chief Executive Officer and the compensation of the non-management directors;
- (2) to discharge the responsibilities of the Board with respect to the compensation of other executives;
- (3) to administer the Company's incentive stock plans; and
- (4) to oversee succession planning and leadership development for the Company's senior management.

MEMBERSHIP

The Committee consists of at least three directors, each of whom:

- (1) is "independent" for purposes of the Company's Corporate Governance Guidelines;
- (2) is a "non-employee director" for purposes of Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934; and
- (3) is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members and Chairman of the Committee are appointed by the Board of Directors from time to time, and may be removed by the Board at any time. The Nominating/Corporate Governance Committee, in consultation with the Chief Executive Officer and taking into account the desires, experiences and expertise of the individual directors, recommends to the Board the membership and Chairman of the Committee.

OPERATIONS

1. Meetings.

The Chairman of the Committee, in consultation with Committee members and the appropriate members of management, will establish a schedule of Committee meetings. Special meetings of the Committee may be called at any time by the Chairman of the Committee or the Chairman of the Board.

The Chairman of the Committee, in consultation with the appropriate members of management, will develop the agenda for each Committee meeting. Any director,

whether or not a member of the Committee, may place an item on the agenda of any Committee meeting at any time.

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at any meeting at which a quorum is then present shall be the act of the Committee. A member may participate in a Committee meeting by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee.

The Committee shall keep regular minutes of its proceedings, including a copy of all actions by written consent, and the Chairman of the Committee shall report the same to the Board of Directors.

2. Delegation.

Except to the extent prohibited by applicable law or the rules or regulations of the Securities and Exchange Commission or the New York Stock Exchange, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to such a subcommittee or to Company employees or others.

3. Performance Evaluation and Review of Charter.

Each year, the Committee shall (a) conduct and present to the Board of Directors a self-evaluation of its performance, and (b) review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board.

AUTHORITY

The Committee will have the authority and resources necessary to discharge its responsibilities, including complete and direct access to members of management. If a compensation consultant is to assist in the evaluation of director, chief executive officer or senior executive compensation, the Committee has sole authority to retain, at the Company's expense, and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms. The Committee also has the authority to retain, at the Company's expense, such independent counsel and other advisors as it may deem necessary or advisable to carry out its duties.

RESPONSIBILITIES

The Committee shall undertake such responsibilities and tasks as may be delegated or assigned to it from time to time by the Board of Directors. The primary recurring responsibilities of the Committee are the following:

- (1) The Committee shall review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate his or her performance in light of those goals and objectives, and together with the other directors who are "independent"

for purposes of the Company's Corporate Governance Guidelines, determine and approve the Chief Executive Officer's compensation level based on this evaluation.

- (2) The Committee shall review and approve the compensation of the following executives (i) the Chief Operating Officer, (ii) each direct report to the Chief Executive Officer and the Chief Operating Officer, and (iii) each other person who is an "officer" of the Company for purposes of the Securities Exchange Act of 1934 (such executives, together with the Chief Executive Officer, are collectively referred to herein as the "Senior Executives").
- (3) The Committee shall produce a Committee report on executive compensation to be included in the Company's annual Proxy Statement as required by the Securities and Exchange Commission.
- (4) The Committee shall review and make recommendations with respect to (i) the Board's succession plan for the Chief Executive Officer and (ii) the Company's succession plans for other members of senior management.
- (5) The Committee shall administer and interpret all stock incentive plans of the Company and its affiliates pursuant to which the Company's common stock, or derivative securities with respect thereto, may be awarded or sold to employees of the Company or its affiliates. The Committee shall select the employees to whom such securities are awarded or sold, determine the terms and conditions thereof, authorize such award or sale, approve the forms of agreement to be used in connection therewith, administer and interpret such agreements, and authorize any amendments thereto or acceleration of any of the benefits to be provided thereunder. The Committee has delegated to the Chief Executive Officer all of the Committee's power under this clause (5) with respect to securities that have been or may be awarded to employees other than Senior Executives.
- (6) The Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- (7) The Committee shall review and recommend to the Board the compensation of members of the Board and its committees.