

**ELECTRONIC DATA SYSTEMS INCORPORATED**  
**COMPENSATION AND BENEFITS COMMITTEE OF THE BOARD OF DIRECTORS**  
**(AMENDED AND RESTATED CHARTER, JULY 19, 2005)**

**1.0 Purpose**

The Compensation and Benefits Committee (the “Committee”) shall:

*1.01 Oversight*

Provide assistance to the Board of Directors in fulfilling its responsibility with respect to oversight of the establishment, administration and appropriate functioning of stock, compensation and benefit plans and related matters for employees of Electronic Data Systems Corporation (“EDS”) and its controlled affiliates (“the Company”) as well as compensation matters for executives, officers and EDS Directors, including:

Review of management’s recommendations on executive compensation policies and programs

Review and approval of new Company benefit plans and amendments to existing benefit plans

Approval of all equity-based compensation plans

Review administration of all employee benefit and equity compensation plans

Approval of salary, equity based compensation and executive benefits of the Chairman and Chief Executive Officer of the Company and each employee subject to Section 16 of the 1934 Act (“Section 16 Employee”)

Approval of special benefit programs and employment arrangements for all Section 16 Employees

Review and recommend compensation for the members of the EDS Board of Directors

*1.02 Required Committee Report*

Prepare the report of the Compensation Committee that Securities and Exchange Commission (“SEC”) rules require to be included in the Company’s annual proxy statement.

### *1.03 Limitations on Role*

The Committee's role is one of oversight. Except where the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

## **2.0 Structure And Operations**

### *2.01 Composition and Qualifications*

The Committee's composition and qualifications shall meet the requirements of the rules of the New York Stock Exchange ("NYSE"), as well as any laws and regulations applicable to Compensation Committees. Accordingly, the Committee shall be comprised of not less than three members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" under the rules of the NYSE, laws and regulations applicable to Compensation Committee members.

### *2.02 Appointment and Removal*

In accordance with the Company's Bylaws:

Board Appointment. The members of the Committee shall be appointed by the Board of Directors, taking into consideration the recommendation of the Governance Committee, and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal.

Board Removal. The members of the Committee may be removed, with or without cause, by action of the full Board of Directors.

### *2.03 Chairman*

The Board of Directors shall designate a Chairman of the Committee from among the members of the Committee. The Committee Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

### *2.04 Subcommittees*

In accordance with the Company's Bylaws, the Board or the Committee may appoint such subcommittees of the Committee from among the members of the Committee as they shall deem necessary or appropriate to carry out specific duties and responsibilities.

### *2.05 Investigations, Access, Outside Advisors and Delegation*

Investigations and Committee Access. In discharging its duties and responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company.

Outside Advisors. The Committee shall have full authority (without the need for any other Board approval) to retain outside legal, accounting or other advisors in carrying out its duties and responsibilities, and sole authority to retain and terminate any compensation consultant to be used to evaluate the compensation of Director, CEO or senior executive compensation. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Company shall provide the funding determined appropriate by the Committee for any such advisors and firms. Such advisors shall have such access to the books, records, facilities and personnel of the Company as the Committee shall consider appropriate.

Delegation. Except to the extent prohibited by NYSE rules or other applicable law or regulation, and subject to limitations imposed by any plan or document the Committee shall have the authority to authorize and delegate matters within its power and responsibility directly to Company employees, management committees composed of Company employees or other persons.

### **3.0 Meetings**

#### *3.01 Frequency*

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities.

#### *3.02 Separate Meetings*

If it so determines, the Committee may meet separately, with members of management, or with outside advisors or firms to discuss any matters that the Committee believes would be appropriate.

#### *3.03 Call of Meetings*

The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee in accordance with the Bylaws.

#### *3.04 Meeting Attendees*

All independent directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management or any other person it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings or any part of a meeting any persons it deems appropriate in order to carry out its responsibilities.

#### *3.05 Action without a Meeting*

In addition to telephonic meetings authorized by the Bylaws, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing is signed by all Committee members or if all Committee members consent via electronic transmission. Any such consent must be filed with the Secretary of the Company and maintained in the record of the proceedings of the Committee.

### *3.06 Minutes*

Written or electronic minutes of each meeting shall be prepared and filed with the records of the Company and shall be available to any and all Directors of the Company.

## **4.0 Responsibilities And Duties**

The responsibilities and duties enumerated in this Section 4.0 shall be the common recurring activities of the Committee in carrying out its purposes. The Committee may assume additional duties or responsibilities, carry out additional functions or adopt additional policies and procedures as may be appropriate to carry out its purposes or in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time. In carrying out these responsibilities and duties, the Committee shall comply with all applicable requirements of the NYSE, the SEC or law in such manner and under such guidelines as the Committee shall determine from time to time to be most appropriate.

### *4.01 CEO Performance and Compensation*

Goal and Objectives. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation.

Annual Evaluation and Compensation. The Committee shall annually evaluate the CEO's performance in light of the goals and objectives so established and, considering this evaluation, annually set (subject to full Board review) the salary, the equity based compensation and any other remuneration or executive benefits of the Chairman and Chief Executive Officer of the Company.

### *4.02 Executive Compensation*

Section 16 Employee Compensation. The Committee shall approve the salary, all equity based compensation and any other remuneration or executive benefits of each Section 16 Employee.

Section 16 Programs. The Committee shall approve the establishment, amendment, modification, or termination of all supplemental compensation programs, incentive compensation programs, and wealth accumulation plans for all Section 16 Employees.

Performance Goals for Executive Programs. The Committee shall review and approve the performance goals for all performance-based plans in which executives of the Company participate or for any awards under plans in which executives of the Company participate which are conditioned as to vesting or other matters on the attainment of performance goals or objectives.

Tax Approvals and Other Executive Compensation Requirements. The Committee shall take or cause to be taken such action or shall establish such processes or procedures as the Committee deems necessary or appropriate in order to obtain favorable tax treatment that the Committee deems desirable or as required by law and related to any Company employee benefit plan, compensation arrangement or other award applicable to senior

executives of the Company, including, without limitation, the making of any reports or filings by the Company with any governmental agency concerning any such matter.

#### *4.03 Directors' Compensation*

The Committee shall periodically review and make recommendations to the Board of Directors with respect to the compensation of the non-employee members of the Board of Directors.

#### *4.04 Benefit, Equity-Based and other Compensation Plans and Programs*

Review and Approval of Benefit Plans and Programs. The Committee shall ensure the appropriate review and approval of all new benefit plans or amendments to existing benefit plans of the Company; in carrying out this responsibility, the Committee may (subject in all cases to the terms of such plans) itself conduct such review and approval, or may delegate such review and approval to other persons or management committees or may refer such approval to the entire Board of Directors, in each case in accordance with such rules, guidelines and procedures as the Committee may from time to time establish.

Review and Approval of Equity Compensation Plans and Programs. The Committee shall ensure the appropriate review and approval of all equity compensation plans or amendments to equity compensation plans of the Company; in carrying out this responsibility, the Committee may (subject in all cases to the terms of such plans and the requirements of the NYSE regarding equity compensation plans) itself conduct such review and approval or may refer such approval to the entire Board of Directors, in each case in accordance with such rules, guidelines and procedures as the Committee may from time to time establish; and the Committee may take or cause to be taken such action as it deems appropriate to ensure the Company's management fulfills any requirements for shareholder approval of any equity-based compensation plan or amendment to such plan.

Administration of Plans and Programs. The Committee shall take or cause to be taken such action as the Committee deems necessary or advisable so that appropriate processes and procedures exist for the administration, operation and compliance of Company benefit plans, stock plans and compensation plans.

Oversight Following Delegation. The Committee shall provide, as and when it deems appropriate, oversight and/or direction to any management committee or subcommittee or to any employee to whom it has delegated responsibilities and authority, with respect to any and all matters relating to the Company's employee benefit and compensation plans.

Plan Requirements. The Committee shall take or cause to be taken such actions as shall be assigned to the Committee under any Company benefit or stock plan.

#### *4.05 Committee Reports*

Required SEC Report. The Committee shall ensure the preparation of and approve all reports of the Committee required to be included in the Company's annual proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC.

Board Reports. The Committee shall report regularly to the Board of Directors.

## **5.0 Annual Performance Evaluation And Charter Review**

### *5.01 Performance Evaluation*

An annual performance evaluation of the Committee shall be performed in accordance with such processes and procedures as the full Board shall determine.

### *5.02 Charter Review*

The Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors concerning any amendments to this Charter. Amendments to this Charter shall be subject to Board approval.