

CERIDIAN

Charter of the Executive Committee

I. Committee Purpose.

The purpose of the Executive Committee is to possess and exercise certain powers of the Board of Directors during intervals between meetings of the full Board of Directors.

II. Committee Composition.

The Executive Committee shall consist of three members of the Board of Directors. The Chairman of the Board shall be a member of the Executive Committee, and the other members of the Committee shall be non-management members of the Board. The Chairman of the Board shall be the Chair of the Executive Committee.

Two members of the Executive Committee shall be necessary to constitute a quorum, and in every case the affirmative vote of two members shall be necessary for the taking of any action.

III. Committee Responsibilities and Duties.

During intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise the powers of the Board of Directors as specifically set forth herein and such other powers as may from time to time be lawfully delegated to the Executive Committee by the Board of Directors:

- The power to authorize the issuance of capital stock of the Company and transactions involving the acquisition or disposition of businesses or other assets of the Company, provided that the Executive Committee shall not have the power to authorize the issuance of capital stock or such transactions it determines to involve consideration of more than \$25 million.
- The power to authorize the approval and adoption of a certificate of ownership and merger on behalf of the Company pursuant to Section 253 of the Delaware General Corporation Law.
- The power to act when the Executive Committee, in its reasonable discretion, determines a matter is either (i) an emergency requiring immediate action, and it is not reasonably feasible to call a special meeting of the full Board and assemble the necessary quorum for Board action, or (ii) of a routine nature and in the ordinary course of the Company's business, but needing action and not capable or feasible of being deferred until the next regularly scheduled Board meeting.

All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by such revision or alteration.

Adopted by:

Executive Committee: November 2000 (by individual consent).

Nominating and Board Governance Committee: January 31, 2001.

Board of Directors: April 27, 2001.