



**COVANSYS CORPORATION  
FINANCE COMMITTEE CHARTER**

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FINANCE COMMITTEE CHARTER**

(Effective December 9, 2004)

There shall be a Committee of the Board of Directors (the “Board”) to be known as the Finance Committee with the purpose, composition, duties and responsibilities, as follows:

**Purpose of the Committee.** The Committee shall assist the Board in reviewing investment policies, strategies and transactions including the investment of the Corporation’s surplus cash and other investable assets, the acquisition and disposition of companies and assets outside the normal course of business and stock repurchase programs.

**Composition.** The Committee shall consist of at least three members. The members of the Committee shall be designated by the Board of Directors, which shall recommend for Committee membership such directors as it believes are qualified. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine.

**Structure and Operations.** The Board shall designate one member of the Committee as its chairperson. A majority of the Committee shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.

The Committee shall have at least two regularly scheduled meetings per year, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Chairman of the Board, any Committee member or the Chief Financial Officer of the Corporation may deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

The Committee shall keep minutes of all of its meetings and shall make regular reports to the Board.

**Authority.** The Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel to attend a Committee meeting.

**Duties and Responsibilities.** The duties of the Committee shall include the following:

- Review the investment policies, strategies and programs of the Corporation for the purpose of recommending approaches to the Board for consideration.
- Advise the Corporation, at Board request, regarding investor relations issues and investment banking relationships.
- Review the investment of the Corporation's surplus cash and other investable assets in accordance with investment policy guidelines proposed by management and approved by the Board and make recommendations for Board consideration based on this review.
- Recommend, at the Board's request, merger and acquisition strategy.
- Review and recommend to the Board potential dispositions of companies and assets of the Corporation outside the normal course of business.
- Review the performance of the Corporation's investment portfolio.
- Review the Committee charter, structure, process and membership requirements at least once a year and recommend to the Board for approval such changes as the Committee believes are appropriate.
- Report to the Board concerning the Committee's activities. The Committee can delegate any of its responsibilities to the extent allowed under applicable law and recommend to the Board for approval such changes as the Committee believes are appropriate.
- The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.