

ELECTRONIC DATA SYSTEMS CORPORATION
GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER
AMENDED AND RESTATED, EFFECTIVE FEBRUARY 4, 2004

1.0 Purpose

The Governance Committee (the “Committee”) shall:

1.01 Oversight

Provide assistance to the Board of Directors in fulfilling its responsibility with respect to oversight of the appropriate and effective governance of the Company including:

Identification and recommendation of qualified candidates for election to the Board of Directors and its Committees

Development and recommendation of appropriate corporate governance principles for the Company

Recommendation of appropriate policies and procedures to ensure the effective functioning of the Board of Directors

Recommendations regarding the election of corporate officers and the adoption of appropriate processes to ensure management succession and development plans for the principal officers of the Company and its key subsidiaries

Recommendations regarding proposals submitted by shareholders of the Company

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 Nominating/Corporate Governance Committees. Accordingly, the Committee shall be comprised of not less than two 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 Nominating/Corporate Governance Committee members.

2.03 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.

2.04 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.

2.05 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.

2.06 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 search firm to be used to identify Director candidates. 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, the Committee shall have the authority to authorize and delegate matters within its power and responsibility directly to 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.

3.04 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.

3.05 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.

3.06 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.

3.07 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.

4.01 Board Members

Selection Criteria, Evaluation and Recruitment. The Committee shall determine, as from time to time deemed appropriate, the criteria for qualification and selection of directors for election to the Board of Directors, identify and evaluate possible candidates against such criteria, evaluate matters relating to the recruitment of directors, and assist the Board of Directors as requested in attracting and retaining qualified members for the Board of Directors. The Committee shall also determine the appropriate criteria and processes for whether and how nominees for director who are recommended by shareholders will be considered.

Director Nominees. The Committee shall recommend to the Board of Directors the slate of nominees of Directors to be elected by the stockholders and any nominee proposed to be elected by the Board of Directors to fill a vacancy.

Committee Members. As from time to time deemed appropriate, the Committee shall recommend to the Board of Directors the directors to be selected for membership on board committees.

Director Independence. The Committee shall develop and make recommendations to the Board of Directors for approval standards and processes for determining the independence of Board members that meet the requirements of the NYSE and applicable law and regulation. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Board Member and provide its findings and make recommendations to the full Board regarding the independence of each Board member.

Director Orientation and Education. The Committee shall develop and oversee the operation of an orientation program for new directors and determine whether and what form of continuing education for Directors is appropriate.

Communications with Directors. The Committee shall develop and recommend to the Board of Directors for its approval policies regarding the means by which interested parties may communicate with directors, including satisfaction of all NYSE requirements regarding such communications.

Director Attendance at Annual Shareholders Meetings. The Committee shall develop and recommend to the Board of Directors for its approval policies regarding director attendance at annual meetings of shareholders.

4.02 Corporate Governance Principles

Initial Development. The Committee shall develop, and make recommendations to the Board of Directors for approval of, written corporate governance principles, including all subjects required to be addressed by the NYSE rules, any applicable law or regulation and any other matters deemed appropriate by the Committee.

Periodic Review. The Committee shall periodically, review the adequacy and appropriateness of these corporate governance principles and make recommendations to the Board of Directors concerning any amendments to those principles.

4.03 Board Evaluations

Board and Committee Evaluations. The Committee shall oversee an annual self-evaluation by the Board and each of the Audit, Governance and Compensation and Benefits Committees. Each evaluation shall be made available to all members of the Board of Directors. As part of its oversight, the Committee shall determine the matters to be evaluated in connection with the Board evaluation and the process for the evaluation of the Board and shall determine and recommend to the full Board the process for evaluations by Board committees.

Effective Functioning of the Board. Based on the results of the annual Board evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such recommendations to the Board of Directors regarding board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board of Directors as the Committee shall from time to time deem advisable or appropriate.

4.04 Officers

Chairman and CEO. The Committee shall recommend to the Board of Directors the election of the Chairman of the Board (and, if such office is not also held by the Chairman of the Board, the CEO) and such process for periodic evaluation of the Chairman and CEO by the Board of Directors as the Committee shall deem appropriate.

Other Principal Officers. The Committee shall review the CEO's recommendations regarding the election of principal officers of the Company and make recommendations to the Board of Directors regarding such election.

Management Succession and Development. The Committee shall periodically review and develop with the CEO, management evaluation succession and development plans for the principal officers of the Company and its key subsidiaries.

4.05 Shareholder Proposals

The Committee shall review and make recommendations on shareholder proposals to the Board of Directors or refer them to the CEO, as appropriate.

4.06 Charitable Donations

The Committee shall establish such processes and guidelines as the Committee shall deem appropriate for review and approval of charitable donations by the Company or any foundation controlled by the Company to organizations or entities of which any members of the Board of Directors are also members of the board or other governing body or officers.

4.07 Committee Reports

The Committee shall report regularly to the Board of Directors.

4.08 Disclosure

The Committee shall oversee disclosure by the Company of matters within the Committee's responsibilities that are required to be disclosed publicly under NYSE or SEC rules.

5.0 Annual Performance Evaluation And Charter Review

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.

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.