

**JOHN H. HARLAND COMPANY
GOVERNANCE COMMITTEE CHARTER**

Revised August 2, 2005

The Board of Directors of John H. Harland Company (the “Company”) has constituted and established a Governance Committee (the “Committee”) with authority, responsibility and specific duties as described herein. This Charter and the composition of the Committee are intended to comply with applicable law, including the securities laws, and the rules of the New York Stock Exchange (the “NYSE”).

I. Purpose

The primary functions of the Committee are to assist the Board in fulfilling its oversight responsibilities with respect to (i) compensation of the Company’s directors and executives; (ii) identification of individuals qualified to become Board members and recommendation of director nominees to the Board of Directors prior to each annual meeting of shareholders; (iii) recommendation of nominees for any committee of the Board; (iv) updating and recommendation of Corporate Governance Principles and Practices to the Board; and (v) leadership of the Board’s annual review of the performance of the Board and its committees. In addition, the Committee shall annually prepare a report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with SEC and other applicable rules and regulations

II. Composition

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be non-employee members of the Board who are independent, as that term is defined by the NYSE and Section 10A(m)(3) of the Securities Exchange Act of 1934 and the regulations thereunder. Each member of the Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall be annually appointed by the Board of Directors. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the Committee. Committee members may be removed from the Committee by the Board in its discretion.

III. Meetings

The Committee shall hold such regular meetings as may be necessary and such special meetings as circumstances dictate. Meetings shall take place not less frequently than quarterly. Meetings may be held telephonically.

IV. Duties and Responsibilities

The Committee's primary duties and responsibilities are to effect the purposes set forth in Section I. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and shareholders that the compensation and governance practices of the Company are in accordance with all requirements and best practices.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain consultants or advisors to advise the Committee. The Committee shall approve the fees paid by the Company to any consultant or advisor retained by the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent accountants to attend any meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall make regular reports to the Board.

To fulfill its duties and responsibilities the Committee shall:

General

1. Establish performance criteria for the Committee and conduct an annual self-evaluation of the Committee and its compensation, nominating and governance functions, including the composition, expertise and availability of the Committee members.
2. Annually review the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

Compensation

3. Annually review and approve the Company's goals and objectives relevant to CEO compensation (including, as the Committee deems appropriate, consideration of the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation.
4. Annually review and approve, for the CEO and the senior executives of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.

5. In accordance with the Company's Corporate Governance Principles and Practices, annually review and make recommendations to the Board with respect to the compensation plans of all directors, officers and other key executives.

6. Assist the Board in developing and evaluating candidates for executive positions. Develop and maintain a succession plan for the CEO and senior executives, including the recommendations to the Board for selecting a new CEO if necessary, with input from management. Discuss succession planning issues with the full Board in executive session.

7. Retain, as deemed necessary, any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation. The Committee shall have the sole authority to retain and terminate such consultant and to approve the consultant's fees and other retention terms.

Nominating

8. Retain, as deemed necessary, any search firm to be used to identify director candidates. The Committee shall have sole authority to select and terminate such search firm, and to approve its fees and other retention terms.

9. Determine desired board skills and attributes and select director nominees in accordance with the guidelines contained in the Corporate Governance Principles and Practices. The Committee shall select individuals as director nominees who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with other nominees to or members of the Board, in collectively serving the long-term interests of the Company's shareholders. Actively seek individuals whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors.

10. Review the slate of directors who are to be renominated to determine whether they are meeting the Board's expectations of them. As part of this process, the Chairman of the Committee will poll all Directors and/or Committee members to get input on a nominee's performance. In the event the Chairman is a nominee for reelection, the Lead Director should conduct such assessment.

11. Annually review committee chairs and membership and recommend any changes to the full Board.

Governance

In accordance with the Company's Corporate Governance Principles and Practices:

12. Oversee the annual evaluation of each nominee for reelection, the Board itself, each of its committees, and management of the Company. Receive comments from all directors and report annually to the Board with an assessment of the performance of each director, the Board and each of its committees, to be discussed with the full Board following the end of each fiscal year. The CEO will report annually to the Governance Committee on the competitive status of Board compensation.

13. Review and reassess the adequacy of the Company's Corporate Governance Principles and Practices and recommend any proposed changes to the Board for approval.

14. Evaluate and recommend termination of membership of individual directors in accordance with the Board's Corporate Governance Principles and Practices, for cause or other appropriate reasons.

15. Review, with the advice of legal counsel, any questions regarding the independence of Directors.