

**CHARTER  
OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
AFFILIATED COMPUTER SERVICES, INC.  
(the "Company")**

**AS ADOPTED ON SEPTEMBER 11, 2003**

**I. PURPOSE**

The purpose of the Nominating and Governance Committee (the "Committee") is to:

- a. Identify individuals qualified to become a member of the Board of Directors ("Board");
- b. Recommend director nominees to be proposed for election at the annual meeting of stockholders;
- c. Recommend directors for appointment to Board committees;
- d. Develop and recommend to the Board for approval, revisions to the Corporate Governance Guidelines of the Company; and
- e. Assist the Board in developing and implementing "best practices" to enhance the quality of the Company's corporate governance.

**II. COMPOSITION**

The Nominating and Governance Committee shall consist of such number of members of the Board of the Company as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than two members. The Board shall designate the Chairperson of the Committee. Each member of the Nominating and Governance Committee shall meet the applicable independence requirements of the New York Stock Exchange and any other legal requirements applicable to Committee members. The Board may change the membership of the Committee at any time.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Nominating and Governance Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

**III. MEETINGS**

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All nonmanagement directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. A majority of the Committee members, but not less than two, will constitute a quorum. A majority of the Committee

members present at any Committee meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Chair of the Committee shall designate a person, who need not be a member, to act as secretary, and minutes of the Committee's proceedings shall be kept in minute books provided for that purpose.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Nominating and Governance Committee shall:

##### **Board and Committees**

1. Establish and review with the Board annually criteria for Board membership, which will be generally described in the Company's Corporate Governance Guidelines.
2. Identify, evaluate and recruit individuals qualified for Board membership.
3. Recommend, subject to the approval of the Chairman, to the Board non-management director nominees to be proposed for election at the annual meeting of stockholders.
4. Recommend, subject to the approval of the Chairman, for election by the Board non-management director nominees to fill vacancies or newly-created directorships.
5. Review the independence of each director under applicable requirements set forth in the Company's Bylaws and present findings and recommendation to the Board.
6. Recommend to the Board nominees for appointment, including a Chairperson, to each committee of the Board.
7. Review, and make recommendations to the Board with respect to, the size, structure, composition, processes and practices of the Board and the Board committees.
8. Develop and oversee an orientation program for new Board members.
9. Facilitate the participation of directors in relevant continuing education programs when requested by a director or when the Board concludes that such education would be of significant benefit to a director.

##### **Performance Evaluations and Succession Planning**

10. Implement and oversee the annual performance evaluation of the Board and each committee of the Board (including a review by the Committee of its own performance), and provide a report of the results to the Board.
11. Oversee the processes by which the CEO and executive management are evaluated.
12. In consultation with the Chairman of the Board, develop a succession plan and make an annual report to the Board on succession planning.

### **Corporate Governance Guidelines**

13. Periodically review the Company's Corporate Governance Guidelines and recommend revisions to the Board, as appropriate.

### **ADMINISTRATIVE**

14. Recommend to the Board any appropriate extension or changes in the duties of the Committee.
15. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
16. The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.
17. Perform any other activities, duties or responsibilities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
18. Perform a review and evaluation, at least annually, of the performance of the Committee and its members.
19. Maintain minutes or other records of meetings and activities of the Committee.
20. Review and update this Charter as conditions dictate.