

**COMPUTER SCIENCES CORPORATION**  
**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

**as amended and restated effective June 7, 2004**

**PURPOSE**

The role of the Nominating/Corporate Governance Committee is to assist the Board of Directors in identifying and evaluating candidates for election or re-election as directors, and in shaping the corporate governance of the Company.

**MEMBERSHIP**

The Committee consists of at least three directors, each of whom is "independent," as defined in the Company's Corporate Governance Guidelines. The members and Chairman of the Committee are appointed by the Board of Directors from time to time, and may be removed by the Board at any time. The Committee, in consultation with the Chief Executive Officer and taking into account the desires, experiences and expertise of the individual directors, recommends to the Board the membership and Chairman of the Committee.

**OPERATIONS**

**1. Meetings.**

The Chairman of the Committee, in consultation with Committee members and the appropriate members of management, will establish a schedule of Committee meetings. Special meetings of the Committee may be called at any time by the Chairman of the Committee or the Chairman of the Board.

The Chairman of the Committee, in consultation with the appropriate members of management, will develop the agenda for each Committee meeting. Any director, whether or not a member of the Committee, may place an item on the agenda of any Committee meeting at any time.

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at any meeting at which a quorum is then present shall be the act of the Committee. A member may participate in a Committee meeting by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee.

The Committee shall keep regular minutes of its proceedings, including a copy of all actions by written consent, and the Chairman of the Committee shall report the same to the Board of Directors.

## **2. Delegation.**

Except to the extent prohibited by applicable law or the rules or regulations of the Securities and Exchange Commission or the New York Stock Exchange, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to such a subcommittee or to Company employees or others.

## **3. Performance Evaluation and Review of Charter.**

Each year, the Committee shall (a) conduct and present to the Board of Directors a self-evaluation of its performance, and (b) review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board.

## **AUTHORITY**

The Committee will have the authority and resources necessary to discharge its responsibilities, including complete and direct access to members of management. The Committee has sole authority to retain, at the Company's expense, and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also has the authority to retain, at the Company's expense, such independent counsel and other advisors as it may deem necessary or advisable to carry out its duties.

## **RESPONSIBILITIES**

The Committee shall undertake such responsibilities and tasks as may be delegated or assigned to it from time to time by the Board of Directors. The primary recurring responsibilities of the Committee are the following:

- (1) The Committee shall identify and recommend to the Board of Directors the slate of individuals to be nominated for election as directors at each Annual or Special Meeting of Stockholders at which directors are to be elected. In connection therewith, the Committee shall:
  - (a) develop and recommend to the Board a list of the qualifications for a director nominee and a description of the specific qualities or skills that one or more of the Company's directors should possess; and
  - (b) develop a process for identifying and evaluating nominees for director, including the procedures by which the Company's stockholders may recommend nominees and the Committee will consider such nominees.
- (2) The Committee shall identify and recommend to the Board a list of individuals qualified to fill any vacancies on the Board occurring between Annual or Special Meetings of Stockholders at which directors are to be elected.
- (3) The Committee shall recommend to the Board the directors to serve as members and chairmen of each committee of the Board, and assess and monitor the continuing qualification of directors to serve as members of such committees.

- (4) The Committee shall review and recommend to the Board the appropriateness of a director's continued service as a member of the Board and its committees following (a) a material change in the director's job responsibility, (b) the director reaching normal retirement age for directors or (c) with respect to the Chief Executive Officer, retirement from such position.
- (5) The Committee shall review proposed director memberships on new boards.
- (6) The Committee shall oversee the orientation of new directors and the education of all directors.
- (7) The Committee shall oversee the Board's annual self-evaluation of its performance.
- (8) The Committee shall periodically review and recommend to the Board any proposed changes to the size, structure and operations of the Board and its committees.
- (9) The Committee shall periodically review and recommend to the Board any proposed changes to the Company's significant corporate governance documents, including the Corporate Governance Guidelines, Restated Articles of Incorporation, Bylaws, Stockholder Rights Plan and Severance Plan, and all "change-in-control" agreements with management of the Company.