

# **DXC TECHNOLOGY COMPANY**

## **RISK COMMITTEE CHARTER**

**Effective Date: June 15, 2020**  
**Last Reviewed: October 8, 2020**

### **PURPOSE**

The role of the Risk Committee (the “Committee”) is to assist the Board of Directors in its oversight responsibilities with regard to the Company’s Enterprise Risk Management program and Ethics and Compliance program.

### **MEMBERSHIP**

The Committee consists of at least three Directors a majority of whom shall be “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 of Directors at any time. The Nominating/Corporate Governance Committee, in consultation with the Chairman of the Board and Chief Executive Officer and taking into account the desires, experiences and expertise of the individual Directors, recommends to the Board of Directors 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 of Directors.

The Chair 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, subject to the approval of the Chairman of the Committee.

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 or video 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, including via email or other electronic means of communication.

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.

## **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 of Directors.

## **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 the sole 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 oversee and review with management the Company's enterprise risk management framework, addressing the Company's exposure across the range of operational risk, brand/reputational risk, strategic risk, compliance risk, environmental and social risk and other risk categories as appropriate.
- (2) The Committee shall oversee the development and implementation of the Company's risk management program, which includes establishing the Company's risk appetite; aligning risk appetite with strategy and operations; defining the policies and processes for risk identification, assessment and mitigation; and monitoring evolving risks and mitigation effectiveness.
- (3) The Committee shall monitor progress in specific high-risk areas as needed: examples within the operational risk category include cyber security, asset protection, and business continuity.
- (4) The Committee shall provide oversight for the Company's ethics and compliance program, including a review of the Company's policies and procedures for ensuring compliance with the Company's Code of Conduct and promotion of Company values. The Committee shall approve changes to the Code of Conduct.

Deconfliction of responsibilities: For the avoidance of doubt, the Audit Committee shall oversee financial risk, and the Company's controls; and the Compensation Committee shall oversee compensation risk.