



**DXC TECHNOLOGY COMPANY**  
**COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The role of the Compensation Committee is:

- (1) to assist the Board of Directors in determining the performance and compensation of the Chief Executive Officer and the compensation of the non-management directors;
- (2) to discharge the responsibilities of the Board of Directors with respect to the compensation of other executives;
- (3) to administer the Company's incentive stock plans; and
- (4) to oversee succession planning and leadership development for the Company's senior management.

**MEMBERSHIP**

The Committee consists of at least three directors, each of whom:

- (1) is either (i) "independent," both for purposes of the Company's Corporate Governance Guidelines and the rules and regulations of the Securities and Exchange Commission and New York Stock Exchange relating to compensation committees or (ii) otherwise eligible to be a Committee member under Section 303A of the New York Stock Exchange Listed Company Manual; and
- (2) is a "non-employee director" for purposes of Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934.

The members and Chairman (Chair) 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 Chair of the Committee.

**OPERATIONS**

**1. Meetings.**

The Chair of the Committee, in consultation with Committee members, will establish a schedule of Committee meetings. Special meetings of the Committee may be called at any time by the Chair of the Committee or the Chairman of the Board of Directors. The Chair of the Committee 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 Chair 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 minutes of its proceedings, including a copy of all actions by written consent, and the Chair 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 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. If a compensation consultant is to assist in the evaluation of director, Chief Executive Officer or Senior Executive (as defined below) compensation, the Committee has sole authority to retain, at the Company's expense, and terminate the consulting firm, including sole authority to approve the 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. In this regard, the Committee shall be directly responsible for the appointment, fee arrangement and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall evaluate the qualifications, performance and independence of any such advisors in accordance with policies that the Committee may establish in its sole discretion. Except as otherwise required by the applicable Rules of the New York Stock Exchange, the Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following: (i) the provision of other services to the Company by the person or entity that employs the compensation consultant, legal counsel or other advisor; (ii) the amount of fees received from the Company by the person or entity that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person or entity that employs the compensation consultant, legal counsel or other advisor; (iii) the policies and procedures of the person or entity that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person or entity employing the advisor with an executive officer of the Company.



## 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 review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate his or her performance in light of those goals and objectives, and together with the other directors who are "independent" for purposes of the Company's Corporate Governance Guidelines (the "independent directors") determine and approve the Chief Executive Officer's compensation level based on this evaluation.
- (2) The Committee shall review and approve the compensation of each person who is an executive officer of the Company for purposes of Section 16 of the Securities Exchange Act of 1934 (such executives, including the Chief Executive Officer, are collectively referred to herein as the "Senior Executives").
- (3) The Committee shall produce a Committee report on executive compensation to be included in the Company's annual Proxy Statement as required by the Securities and Exchange Commission.
- (4) The Committee shall review and make recommendations with respect to (i) the Board of Directors' succession plan for the Chief Executive Officer and (ii) the Company's succession plans for other Senior Executives.
- (5) The Committee shall administer and interpret all stock incentive plans of the Company and its affiliates pursuant to which the Company's common stock, or derivative securities with respect thereto, may be awarded or sold to (i) employees of the Company or its affiliates or (ii) the non-employee directors. The Committee is authorized to select the employees to whom such securities are awarded or sold (which selection may be recommended by management), determine the terms and conditions of equity grants, authorize award or sale, approve the forms of agreement to be used in connection therewith, administer and interpret such agreements, and authorize any amendments thereto or acceleration of any of the benefits to be provided thereunder, but subject to the following:

### Grants to Non-Employee Directors

The Compensation Committee shall grant, and the independent directors shall ratify, all DXC Technology Company ("DXC") equity grants to non-employee directors.

### Grants to the Chief Executive Officer

The Compensation Committee shall grant, and the independent directors shall ratify, all DXC equity grants to the Chief Executive Officer.

### Grants to Other Senior Executives

The Chief Executive Officer shall recommend, and the Compensation Committee shall approve, all DXC equity grants to all Senior Executives other than the Chief Executive Officer.

### Grants to Non-Senior Executives



DXC equity grants to employees who are not Senior Executives shall be recommended by DXC management, and shall be approved as follows:

- (i) The Compensation Committee shall approve: (a) all DXC equity securities awarded in lieu of a cash bonus, (b) all new-hire inducement grants of stock options that have an approved value of more than \$1,500,000, (c) all new-hire inducement grants of restricted stock or time-based restricted stock units (RSUs) that have an approved value of more than \$1,500,000, (d) all new-hire inducement grants of performance-based restricted stock units (PSUs) that have an approved value of more than \$1,500,000, and (e) all on- or off-cycle long-term incentive ("LTI") grants (other than new-hire inducement grants) that are not based on the standard LTI target for the position and have an approved value of more than \$1,500,000.
- (ii) The Compensation Committee may approve any other DXC equity grant.
- (iii) The Chief Executive Officer who is also a director is authorized to approve the following DXC equity grants, provided they are not awarded in lieu of a cash bonus: (a) all new-hire inducement grants of stock options that have an approved value of \$1,500,000 or less, (b) all new-hire inducement grants of restricted stock or RSUs that have an approved value of \$1,500,000 or less, (c) all new-hire inducement grants of PSUs that have an approved value of \$1,500,000 or less, and (d) all on- or off-cycle LTI grants (other than new-hire inducement grants) that are based on the standard LTI target for the position (regardless of amount) and all on- or off-cycle LTI grants (other than new-hire inducement grants) that are not based on the standard LTI target for the position and that have an approved value of \$1,500,000 or less.
- (iv) The Executive Vice President and Chief Human Resources Officer is authorized to make the following grants: grants of stock options that cover 5,000 or fewer approved shares or that have an approved value of \$100,000 or less.
- (v) Grants made by the Chief Executive Officer and the Executive Vice President and Chief Human Resources Officer shall be evidenced by forms having terms and conditions approved by the Compensation Committee.

When making grants of equity the Chief Executive Officer acts as a committee of the Board of Directors.

- (6) The Committee shall establish an equity grant policy covering the timing and pricing of equity grants.
- (7) The Committee shall make recommendations to the Board of Directors with respect to establishment and amendment of incentive compensation plans and equity-based plans.
- (8) The Committee shall review and recommend to the Board the compensation of members of the Board of Directors and its committees.
- (9) The Committee shall oversee and review with management the Company's compensation risk in connection with the Company's executive and non-executive compensation programs.