

COMPUTER SCIENCES CORPORATION

CORPORATE GOVERNANCE GUIDELINES

as amended February 9, 2009

ROLE OF THE BOARD OF DIRECTORS

The Board of Directors is elected by the stockholders to manage the business of the Company. The Board oversees the Company's senior management, to whom it has delegated the authority and responsibility for the day-to-day operations of the business.

Directors have a duty to act in good faith and with a view to the interests of the Company. Directors are expected to attend all meetings of the Board and the Board committees upon which they serve, and all annual meetings of the Company's stockholders at which they are standing for election or re-election as directors. Directors should spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

COMPOSITION OF THE BOARD

1. Size of Board

The Board is currently comprised of nine directors. The Company's Bylaws permit the Board to change its size to not less than three directors and not more than fifteen directors.

2. Selection of Directors

All directors are elected each year by the Company's stockholders at the annual meeting of stockholders. The Board recommends to the stockholders a slate of nominees for election at the annual meeting. Between annual meetings, the Board may elect directors to serve until the next annual meeting. The Nominating/Corporate Governance Committee, with input from the Chief Executive Officer, selects and recommends to the Board all director candidates for inclusion in the Board's slate of nominees at the annual meeting or for election by the Board between annual meetings.

3. Director Independence

A majority of the directors shall be "independent." A director is "independent" if he or she satisfies the requirements for director independence established by the New York Stock Exchange, and the Board of Directors affirmatively determines that the director has no material relationship with the Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Company's annual proxy statement will identify the independent directors.

4. Director Qualification Standards

(a) Service on Other Boards

Directors should not serve as a director of another company if doing so would create actual or potential conflicts or interfere with their ability to devote sufficient time and effort to their duties as a director of the Company. Directors who have a full-time job should not serve on the boards of more than three companies with publicly traded equity, in addition to the Company. Directors who do not have a full-time job should not serve on the boards of more than four companies with publicly traded equity, in addition to the Company. All Directors should consult with the Nominating and Corporate Governance Committee prior to joining the board of another public company.

(b) Change in Job Responsibility

Directors who experience a material change in their job responsibility, other than on account of retirement, shall offer to resign from the Board. The Nominating/Corporate Governance Committee, after reviewing the appropriateness of continued Board service under these circumstances, and with input from the Chief Executive Officer, will recommend whether the Board should accept such resignation.

(c) Retirement

Pursuant to the Company's Bylaws, a director is required to retire from the Board at the first annual meeting of stockholders held after he or she reaches age 72, unless the Board, upon recommendation of the Nominating/Corporate Governance Committee, determines that it is in the best interests of the Company and its stockholders for the director to continue to serve as a director until a subsequent annual meeting.

(d) Resignation of Employee Directors

The Chief Executive Officer shall offer to resign from the Board when he or she ceases to be an employee of the Company. Any other employee director shall resign from the Board when he or she ceases to be an employee of the Company.

5. Chairman of the Board

The Board elects the Chairman of the Board.

COMMITTEES OF THE BOARD

1. General

The Board will at all times have an Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee, each comprised entirely of independent directors. The Board from time to time establishes such additional committees as it deems appropriate. Each committee has a charter setting forth its purpose, authority and responsibilities, as well as the qualifications for committee membership.

2. Committee Membership

Committee members and Chairmen are appointed by the Board. The Nominating/Corporate Governance 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 each committee.

CONDUCT OF MEETINGS

1. Meeting Schedule and Agenda

The Chairman of the Board will establish a schedule of Board meetings. Special Board meetings may be called at any time in the manner set forth in the Bylaws. The Chairman of the Board will develop the agenda for each meeting. Any director may place an item on the Board agenda at any time.

The Chairman of each committee, in consultation with the committee members and the appropriate members of management, will establish a schedule of committee meetings. Special committee meetings may be called at any time in the manner set forth in the committee charter. The Chairman of each committee, in consultation with the appropriate members of management, will develop the agenda for each committee meeting. Any director may place an item on the agenda of any committee at any time.

2. Advance Distribution of Materials

Board and committee meeting materials will, whenever possible, be distributed to the directors in advance of the meetings in ample time for review, and directors are expected to review these materials prior to the meeting.

3. Executive Sessions of Non-Management Directors

The non-management directors of the Board regularly meet in executive session after the conclusion of each regularly scheduled Board meeting, and at such additional times as they may determine.

4. Lead Director; Duties

The independent directors shall designate a lead independent director who shall serve for a term beginning at the first Board meeting following an annual meeting of stockholders at which directors are elected, and continuing for two years thereafter. It is the policy of the Board that no independent director shall serve as lead director for more than two consecutive terms. The independent directors shall have the authority to depart from this policy if they determine that it is in the best interests of the Company to do so in specific instances.

The lead independent director's duties include:

- i. presiding over executive sessions;
- ii. chairing meetings of the Board of Directors in the absence of the Chairman of the Board;
- iii. acting as a liaison between the independent directors and the Chairman of the Board;
- iv. coordinating with the Chairman of the Board regarding meeting agendas and schedules;
- v. coordinating with the Chairman of the Board regarding information flow to the Board;
- vi. being available for consultation and communication with stockholders, as appropriate; and
- vii. calling meetings of the independent directors (executive sessions) as appropriate.

ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

The Board, each committee and each director shall at all times have complete and direct access to members of management. The Board and each committee are entitled 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.

ANNUAL PERFORMANCE EVALUATION

The Board and each of its committees will conduct an annual self-evaluation of its performance. The Nominating/Corporate Governance Committee is responsible for oversight of the evaluation process.

DIRECTOR COMPENSATION

The independent directors, upon recommendation of the Compensation Committee, determine the form and amount of director compensation.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company provides a director orientation program for each new, non-management director. All directors receive Company briefings on current topics, and are provided opportunities to attend directors' education programs.

MANAGEMENT SUCCESSION

The Board maintains a succession plan for the Chief Executive Officer. Each year, the Chief Executive Officer reviews with the non-management directors the succession plans for other members of senior management.