

**COMPUTER SCIENCES CORPORATION  
COMPENSATION COMMITTEE  
EQUITY GRANT POLICY STATEMENT**

**POLICY**

The Compensation Committee has been granted authority by the Board of Directors of Computer Sciences Corporation (“CSC” or the “Company”) to administer all of CSC’s equity compensation plans. The Compensation Committee Charter requires the Compensation Committee to establish an equity grant policy. The Compensation Committee hereby establishes as the policy of CSC to make grants of CSC equity securities to non-employee directors and selected employees from time to time. The purpose of such equity grants is to attract, retain and motivate the recipients, and to further align their interests with those of the Company’s stockholders.

**APPLICABILITY**

This policy applies to all CSC equity securities awarded by the Company to its non-employee directors and employees.

**TYPES OF EQUITY GRANTS**

All CSC equity securities awarded by the Company to its non-employee directors and employees shall be issued pursuant to stock incentive plans adopted by the Board of Directors and approved by the stockholders. These plans may provide for the issuance of stock options, restricted stock, restricted stock units or other forms of equity based compensation. All terms and conditions of each equity grant shall be approved on or prior to the grant date.

**GRANT DATE**

The grant date of each CSC equity security awarded to the Company’s non-employee directors and employees shall be the grant date set forth below; provided, however, that:

- (i) the Board of Directors or the Compensation Committee may, prior to the grant date set forth below, designate a later date as the grant date;
- (ii) if the grant date, as so determined, is not an NYSE trading day, then the grant date shall instead be the first NYSE trading day thereafter; and
- (iii) if the award of such CSC equity security on the grant date, as so determined, would not be in accordance with all applicable laws, rules and regulations, then the grant date shall instead be the first NYSE trading day thereafter upon which such CSC equity security could be awarded in accordance with all applicable laws, rules and regulations:

## **Grants to Non-Employee Directors**

The grant date of CSC equity securities awarded to non-employee directors shall be the third NYSE trading day following the first Earnings Release Date (as hereinafter defined) on or after the date they are elected or re-elected as a CSC director. “Earnings Release Date” means a date upon which the Company announces its quarterly or annual financial results.

## **Grants to Employees**

### **Annual Cycle Grants**

The grant date of CSC equity securities awarded to employees as part of the annual compensation review process shall be the third NYSE trading day following the Earnings Release Date for the most recently completed fiscal year.

### **Out-of-Cycle Grants**

#### **Grants to New Hires**

**Mergers, Acquisitions and Outsourcings** -- The grant date of CSC equity securities awarded to new hires who become CSC employees through a merger, acquisition or outsourcing shall be as set forth in the merger, acquisition or outsourcing agreement, or, if not set forth therein, shall be the 15th day of the month following the later of (i) the month in which the Hire Date (as hereinafter defined) occurs or (ii) the month in which such grant is approved.

**Other New Hires** -- The grant date of CSC equity securities awarded to all other new hires shall be the 15th day of the month following the later of (i) the month in which the Hire Date occurs or (ii) the month in which such grant is approved.

“Hire Date” means the date a CSC employee begins work as a regular, full-time employee.

#### **Promotional Grants**

The grant date of CSC equity securities awarded to employees in connection with a promotion shall be the 15th day of the month following the later of (i) the month in which the Promotion Date (as hereinafter defined) occurs or (ii) the month in which such grant is approved.

“Promotion Date” means the later of (a) the effective date of the promotional salary increase (or, if no such increase, of the new job title) or (b) the date such salary increase (or new job title) was first entered into the applicable payroll system.

## **Other Out-of-Cycle Grants**

The grant date of CSC equity securities awarded to employees for any other reason, including special recognition or retention, shall be the 15th day of the month following the month in which such grant is approved.

### **EXERCISE PRICE OF STOCK OPTIONS**

All stock options shall have an exercise price per share equal to the closing price of CSC stock on the New York Stock Exchange (“NYSE”) on the option grant date, or such other price as may be required by any applicable law, rule or regulation and permitted by the applicable plan.

### **GRANT NOTIFICATION**

The recipients of CSC equity grants will be notified of such grants on or as soon as possible after the grant date.

### **GRANT APPROVAL**

CSC equity grants shall be approved as set forth below. A CSC equity grant shall be deemed approved on the first date upon which all of the following have been approved:

- (i) the name of the recipient of the grant;
- (ii) the value of the grant or the number of shares issuable pursuant to the grant; and
- (iii) the principal other terms and conditions of the grant are established.

If the value of a CSC employee equity grant is approved (the “Approved Value”), but not the number of shares issuable pursuant to the grant, then the number of shares issuable pursuant to such grant shall be determined as follows:

First, calculate the average of the closing prices of CSC stock on the NYSE during the three-calendar-month period ending on, and including, the grant date (the “Average Closing Price”).

Second, calculate the exact number of shares that would be issuable pursuant to the CSC equity grant if the aggregate compensation expense recognized by the Company with respect to the grant for accounting purposes, based upon the most recently determined monthly valuation assumptions, were equal to the Approved Value. For purposes of this calculation, assume that the closing price of CSC stock on the NYSE on the measurement date is equal to the Average Closing Price.

Third, round such exact number of shares to the nearest whole share.

### **BUDGET AND REPORTING**

On an annual basis, the Chief Executive Officer shall recommend, and the Compensation Committee shall approve, a budget for the CSC equity grants to be awarded during such fiscal

year. The equity grants shall not exceed this budget without the prior approval of the Compensation Committee.

Within four weeks after the end of each fiscal quarter, the Corporate Vice President Human Resources will provide to the Compensation Committee a report of all CSC equity grants awarded during such quarter.