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General

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Audit Committee (the "Committee") of the Board of Directors of CA, Inc. (the "Company").

Composition

The members of the Committee are designated by the Board, on the recommendation of the Corporate Governance Committee of the Board, in accordance with the Company's By-laws, and serve at the discretion of the Board. The Board appoints one member of the Committee as Chair of the Committee.

The Committee consists of at least three members, all of whom must meet the independence and experience requirements of The NASDAQ Stock Market LLC, the Securities Exchange Act of 1934, as amended, and the regulations of the Securities and Exchange Commission (the "Commission"). In addition, at least one member of the Committee must be an "audit committee financial expert," as that term is defined in the Commission's regulations. No member of the Committee may simultaneously serve on the audit committees of more than two other publicly traded companies, unless service on any such additional audit committee is approved by the Board of Directors upon recommendation of the Corporate Governance Committee. No member of the Committee will have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the three year period prior to becoming a member.

Authority and Responsibilities

General. The general purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

1. the Company's financial reporting, including the audits of Company's financial statements and the integrity of the Company's financial statements and internal controls;
2. the qualifications and independence of the Company's independent auditor (including the Committee's direct responsibility for the engagement of the independent auditor);
3. the performance of the Company's internal audit function and independent auditor;
4. the Company's compliance activities relating to accounting and financial reporting; and
5. the Company's Business Practices and Compliance program.

To carry out this purpose, the Committee must serve as a focal point for communication among the Board, the independent auditor, the Company's internal audit department, the Company's Business Practices & Compliance Department and the Company's management, as their respective duties relate to accounting, financial reporting, internal controls, and compliance with the Sarbanes-Oxley Act of 2002. In particular, the independent auditor, members of the internal audit department, the Controller, the Chief Accounting Officer, the Chief Financial Officer, the General Counsel, and the Chief Ethics & Compliance Officer will have unrestricted access to the Committee or its members, other directors or the entire Board, as needed.

Financial Statement and Disclosure Matters. The Committee will:

1. Meet to review and discuss with management and the independent auditor the Company's annual audited financial statements and financial and other data to be included in the Company's Annual Reports on Form 10-K, including reviewing the specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's audit of such financial statements, and recommending to the Board whether the audited financial statements should be included in the Form 10-K Reports.
2. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements and financial and other data to be included in the Company's Quarterly Reports on Form 10-Q, including reviewing the specific disclosures made in "Management's Discussion and Analysis," and the results of the independent auditor's review of such financial statements.
3. Review and discuss with management and the independent auditor the following:
 - (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects on the financial statements of alternative methods under generally accepted accounting principles;
 - (b) any major issues as to the adequacy of the Company's internal controls, and any steps adopted in light of any material control deficiencies or significant deficiencies; and
 - (c) management's annual evaluation of internal controls over financial reporting and quarterly evaluation of any material changes in such controls, and the independent auditor's annual audit of the effectiveness of internal control over financial reporting.
4. Review and discuss in a timely manner (but at least annually) reports from the independent auditor regarding:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information within U.S. generally accepted accounting principles (GAAP) that have been discussed with management, ramifications of the use of such alternative treatments and related disclosures, and the treatment preferred by the independent auditor; and
 - (c) all other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted audit differences.
5. Generally review and discuss with management the type and presentation of information to be disclosed in the Company's earnings press releases, including the use of pro forma or "adjusted" non-GAAP information, as well as the type and presentation of financial information and earnings guidance to be provided to analysts and rating agencies; such discussions may be of a general nature and need not cover the specific information and/or presentations to be given.
6. Review and discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
7. Discuss with the independent auditor the matters required to be discussed under Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16, "Communications with Audit Committees" (as modified or supplemented from time to time), relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
8. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer in connection with their certification process for Form 10-K and Form 10-Q Reports regarding any significant deficiencies or material weaknesses in the design or operation of internal controls, or any fraud involving management or other employees having a significant role in the Company's internal controls.
9. Review related party transactions required to be disclosed under Item 404 of Regulation S-K promulgated by the Commission.

Oversight of Independent Auditor. The Committee has the sole authority to appoint or replace the independent auditor; provided, however, that this will not preclude seeking stockholder ratification of the appointment. In considering the appointment of the independent auditor, the Committee will consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis. The Committee will be directly responsible for the compensation and oversight of the independent auditor (including the resolution of any disagreements between management and the independent auditor). The independent auditor will report directly to the Committee.

In addition, the Committee will:

1. Review and evaluate the lead partner of the independent auditor team.
2. Obtain on an annual basis a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence" (as modified or supplemented from time to time) and review and discuss with the independent auditor any disclosed relationships or services that may impact the independent auditor's objectivity and independence.
3. Consider whether the independent auditor's provision of permissible non-audit services is consistent with the auditor's

- independence. As necessary, pre-approve non-audit services to be provided by the independent auditor.
4. Take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor.
 5. Obtain and review a report from the independent auditor at least annually regarding:
 - (a) the independent auditor's internal quality control procedures;
 - (b) any material issues raised by the most recent internal quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to one or more independent audits carried out by the firm; and
 - (c) any steps taken to deal with any such issues.
 6. Evaluate and report to the Board on its conclusions as to the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and the internal audit department.
 7. Ensure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law.
 8. Establish clear policies regarding the Company's hiring of employees or former employees of the independent auditor.
 9. Meet with the independent auditor to discuss the planning and staffing of the audit, including the attestation report relating to internal controls over financial reporting.
 10. Obtain acknowledgment from the independent auditor that it will inform the Committee if the independent auditor detects or becomes aware of any illegal act and will provide a report to the Committee if the independent auditor reaches the conclusions specified in Section 10A of the Securities Exchange Act of 1934, as amended, with respect to such illegal acts (and to the Board, if required by Section 10A).

Oversight of Internal Audit Department. The Committee has adopted the Institute of Internal Auditors' definition of Internal Auditing as follows:

Internal auditing is an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

The Committee will engage in general oversight with respect to the internal audit department. The head of Internal Audit will report directly to both the Committee and the Company's Chief Financial Officer. The Chair of the Committee will be involved in the hiring and evaluation of the head of Internal Audit. In addition, the Committee will:

1. Monitor and examine the organization and performance of the internal audit department.
2. Review significant reports to management prepared by the internal audit department, as well as management's responses to the reports, any significant difficulties or disagreements with management, and any scope restrictions encountered in the course of the function's work.
3. Discuss with the independent auditor and management the responsibilities, budget and staffing of the internal audit department, its charter and the scope of the internal audit plan.

Oversight of Compliance Activities Relating to Accounting and Financial Reporting. The Committee will assist the Board in fulfilling its oversight responsibilities with respect to the Company's compliance activities relating to accounting and financial reporting.

The Committee will also establish, maintain and periodically review procedures for the receipt, retention and proper treatment of complaints regarding accounting, internal controls (including internal accounting controls) or auditing matters, which procedures will include provision for the confidential, anonymous submission by employees of reports or complaints concerning potential violations of law or other misconduct and concerns regarding accounting, auditing or internal control matters.

Committee Report. The Committee will prepare the audit committee report required by the Commission's rules to be included in the Company's proxy statements.

Oversight of Business Practices and Compliance Program. The Committee will assist the Board in fulfilling its oversight responsibilities with respect to the Company's Business Practices and Compliance program, including the Company's compliance with legal and regulatory requirements.

In particular, the Committee will:

1. Oversee the activities of the Business Practices and Compliance function. The Chief Ethics & Compliance Officer will report directly to the Committee and to the General Counsel (unless the Chief Ethics & Compliance Officer is also the

- General Counsel).
2. Oversee the adoption and maintenance of procedures to ensure that all compliance and ethics matters receive prompt review by or under the authority of the Chief Ethics & Compliance Officer, including, as appropriate, the reporting of such matters to the Committee and the Board.
 3. Oversee the establishment and maintenance of a comprehensive compliance and ethics program, including an ethics and compliance training program for all employees.
 4. Monitor the process for communicating to employees the Company's Code of Conduct and the importance of compliance therewith, including: (a) the maintenance and periodic review of the Code of Conduct; and (b) assuring employees that no retaliation or other negative action will be taken against any employee because that employee submits any report or complaint concerning potential violations of law or other misconduct and concerns regarding accounting, auditing or internal control matters.

The Company's Chief Ethics & Compliance Officer will report to the Committee and the Chief Executive Officer with respect to the Company's Business Practices and Compliance function; provided, however, that the General Counsel and the Chief Ethics & Compliance Officer will at all times have unrestricted access to the Committee or any member of the Committee or the Board for any purpose he or she deems appropriate.

To help ensure that the Chief Ethics & Compliance Officer preserves the requisite, ongoing authority and independence to maintain an effective compliance program, the Chair of the Committee will be involved in any action to appoint, replace, reassign or terminate the Chief Ethics & Compliance Officer.

Delegation of Authority

The Committee may delegate authority to one or more members or subcommittees when deemed appropriate, provided that the actions of any such members or subcommittees must be reported to the full Committee no later than at its next scheduled meeting.

Counsel and Other Delegation of Authority; Company Funding Obligations

The Committee has the authority, to the extent it deems necessary or appropriate, to retain and terminate independent legal counsel or other advisors, to assist the Committee in carrying out its responsibilities. The Company will provide for appropriate funding, as determined by the Committee, to pay any such counsel or other advisors retained by the Committee and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings; Executive Sessions

The Committee meets as often as it deems necessary, but no less frequently than quarterly. The Committee meets periodically and separately with management, the internal auditors, and the independent auditor. Each regularly scheduled Committee meeting may include an executive session of the members of the Committee. In addition, the Committee may request any officer or other employee of the Company, counsel to the Company, or any representative of the independent auditor, to meet with the Committee, with one or more members of the Committee, or with counsel or another advisor to the Committee. Meeting agendas will be prepared and provided in advance to the Committee Chair. Briefing materials will be provided to the Committee in advance of the meeting.

Reports to the Board; Minutes

The Committee will make regular reports to the Board regarding the Committee's activities, including issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements relating to accounting and financial reporting, the performance and independence of the independent auditor, and the performance of the internal audit function. Minutes of the meetings and other actions of the Committee will be prepared and submitted for approval by the Committee and will be furnished to the Board at regular intervals.

Committee Self-Assessment

The Committee will conduct an annual self-assessment of its performance with respect to its purposes and the authority and responsibilities set forth in this Charter. The results of the self-assessment will be reported to the Board.

Committee Charter

This Charter is subject to review and approval by the Board. The Committee will review this Charter annually and adopt any

changes deemed appropriate, subject to approval by the Board.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, the fundamental responsibility for the Company's financial statements and disclosures rests with the Company's management.

Adopted by the Audit Committee: August 2016

Approved by the Board of Directors: August 2016