

## MERGERS AND ACQUISITIONS COMMITTEE CHARTER

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### **General**

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This Charter sets forth the composition, authority and responsibilities of the Mergers and Acquisitions Committee (the “Committee”) of the Board of Directors (the “Board”) of CA, Inc. (the “Company”). The purpose of the Committee is to review and assess, and assist the Board in reviewing and assessing, potential acquisitions, strategic investments and divestitures. The Committee will have the authority to take all actions on behalf of the Board as set forth in this Charter.

In this Charter, the following terms shall have the ascribed meanings:

1. “Acquisition” means any acquisition, whether by asset purchase, stock purchase, merger, consolidation, investment, joint venture or other business combination, or otherwise, of any business or line of business, any product or product line, any assets (including intellectual property and other intangible assets), any securities of, or any other ownership interest in, any third party or related entity.
2. “Divestiture” means any sale or disposition, whether by asset sale, stock sale, merger, consolidation or other business combination, or otherwise, of any interest in any business or line of business, any product or product line, any assets (including intellectual property and other intangible assets) of the Company, or any securities of or other ownership interest in any subsidiary or related entity, to any third party.

### **Composition**

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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 requirements of The NASDAQ Stock Market LLC.

A quorum of the Committee consists of a majority of its members. All actions of the Committee must be approved by a majority vote of the members present, unless there are only two members present, in which case such actions require a unanimous vote. Action may also be taken via unanimous written or electronic consent to the extent permitted by the Company's By-laws.

Any member of the Committee may abstain from voting on any transaction in which he or she has, or may have, a conflict of interest. In such event, the Board may appoint an interim member of the Committee for purposes of considering and/or approving such transaction, such interim member to serve only for such purpose.

### **Authority and Responsibilities**

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*General.* The general purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the Company's Acquisition and Divestiture strategy. These responsibilities include identifying, reviewing, and, when and as appropriate, approving Acquisitions and Divestitures involving aggregate consideration within the ranges specified below and other relevant parameters established by the Board and then in effect. In addition, the Committee shall oversee management's activities with respect to Acquisitions and Divestitures, including due diligence and, as and when appropriate, capital-raising efforts for Acquisitions.

Without limiting the foregoing, the Committee has the following specific authorities and responsibilities:

1. Review, and provide guidance to management and the Board regarding, the Company's Acquisition and Divestiture strategies.
2. Review, and when and as appropriate, approve proposed Acquisitions and Divestitures involving any single transaction or series of related transactions if the aggregate consideration therefor exceeds the authority delegated to the Chief Executive Officer of the Company pursuant to any Delegation of Authority of the Board then in effect and is less than \$300.0 million.
3. Review and assess the due diligence process with respect to any Acquisitions or Divestitures.
4. Request that management prepare and present post-acquisition financial performance and integration reviews on specified Acquisitions with such frequency as the Committee may designate.
5. Have full access to the Company's Business Development group or other members of management as necessary to carry out its responsibilities.
6. Perform any other activities, consistent with this Charter and/or the Company's By-laws, as the Committee or the Board deems necessary or appropriate.
7. Report all Committee actions to the Board and keep the Board apprised of its actions as soon as is practicable.

*Proxy Statement Report.* The Committee may, but is not required to, render a report on the Committee's activities and achievements for inclusion in the Company's proxy statements.

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### **Delegation of Authority**

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

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### **Counsel and Other Advisors; Company Funding Obligations**

The Committee has the authority, to the extent it deems necessary or appropriate, to retain and terminate the retention of 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.

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### **Meetings; Executive Sessions**

The Committee meets as often as it deems necessary. The Committee may, but is not required to, meet periodically in executive sessions, with or without such officers or other employees of the Company, counsel to the Company, counsel or other advisors to the Committee, or other parties, as the Committee may determine. 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 meetings.

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### **Reports to the Board; Minutes**

The Committee will make regular reports to the Board regarding the Committee's activities and the status of pending and completed transactions. 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.

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### **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.

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### **Committee Charter**

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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.

Adopted by the Committee: May 9, 2017

Approved by the Board: August 10, 2017