

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

- **General**
- **Composition**
- **Authority and Responsibilities**
- **Delegation of Authority**
- **Counsel and Other Advisors; Company Funding Obligations**
- **Meetings; Executive Sessions**
- **Reports to the Board; Minutes**
- **Committee Self-Assessment**
- **Committee Charter**

General

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Compensation and Human Resources 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. In the event of a tie vote on any issue, the Chair's vote shall decide the issue.

All members of the Committee must meet the independence requirements of The NASDAQ Stock Market, Inc. and as a "non-employee director" of the Company, as that term is defined in Securities and Exchange Commission Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or in any successor provision to either of the foregoing.

Authority and Responsibilities

General. The general purpose of the Committee is to assist the Board in fulfilling its responsibilities, with respect to executive compensation and human resources matters. Without limiting the foregoing, the Committee has the following specific authorities and responsibilities:

1. The Committee is directly responsible for: (a) reviewing and approving corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer;

- (b) evaluating, in coordination with the Corporate Governance Committee, the Chief Executive Officer's performance in light of those goals and objectives; and (c) determining and approving the CEO's compensation, including determinations regarding equity-based and other incentive compensation awards, based upon such evaluation.
2. The Committee oversees the evaluation of executive officers other than the Chief Executive Officer in connection with its oversight of senior management development and succession planning pursuant to paragraph 8 below, and otherwise determines the compensation of all executive officers (other than the Chief Executive Officer) and such other senior officers as the Committee deems appropriate, including determinations regarding equity-based and other incentive compensation awards.
 3. Subject to the foregoing, the Committee determines and approves the terms and conditions of the employment of executive officers of the Company, by contract or otherwise, including any severance or similar termination payments.
 4. The Committee (a) when appropriate or required reviews and recommends that the Board approve all executive compensation plans and programs applicable to executive officers (but not plans or programs in which substantially all salaried employees of the Company participate on substantially the same basis, other than the tax qualified retirement plans for which Board approval may be sought); (b) considers the Company's most recent Say on Pay Vote and shareholder proposals concerning executive compensation plans and programs, (c) administers such plans and programs in accordance with and subject to their terms; (d) monitors and reviews such plans and programs to determine, among other things, whether they are achieving their intended purposes and (e) recommends modifications to such plans and programs.
 5. The Committee approves issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer, employee or consultant will acquire stock or options.¹
 6. The Committee reviews and approves the creation or revision of any policy allowing the Company to recoup compensation paid to current and former employees and any policy relating to minimum levels of ownership of Company stock.
 7. The Committee approves issuances under, or any material amendment of, any stock option or other similar plan pursuant to which a person not previously an employee or director of the Company, as an inducement material to the individual's entering into employment with the Company, will acquire stock or options.²
 8. In coordination with the Corporate Governance Committee, the Committee oversees on an annual basis development and succession planning regarding such members of senior management as the Committee deems appropriate.
 9. The Committee is responsible for the administration of any plans or programs providing for the compensation of non-employee directors, but only to the extent that any such plan or program provides that the Committee is so responsible. The Committee may, at the request of the Corporate Governance Committee, act jointly with such Committee to retain and terminate any compensation consultant to assist in the evaluation of non-employee director compensation, including approving the fees and other terms on which any such consultant is retained.

¹ Nasdaq 5635(c)(2)

² Nasdaq 5635(c)(4)

10. The Committee reviews with management the Compensation Discussion and Analysis required by the Securities and Exchange Commission rules and, based on that review and discussions, recommends to the Board whether the Compensation Discussion and Analysis should be included in the Company's Annual Report on Form 10-K or proxy statement.
11. The Committee reviews the Company's compensation policies and practices for its employees to determine whether those policies and practices are reasonably likely to have a material adverse effect on the Company.

Consultation with Other Independent Directors. In carrying out its responsibilities, the Committee may consult with other independent members of the Board, so that its recommendations and actions reflect, to the extent appropriate, the collective views of the Committee and the independent members of the Board.

Further, it is understood that the Committee will generally report and consult with the other independent members of the Board with respect to the compensation of the Company's Chief Executive Officer before a final determination is made by the Committee. Following the Committee's determination with respect to such compensation, the Committee may seek ratification from the other independent members of the Board, as the Committee deems appropriate.

Proxy Statement Report on Executive Compensation. The Committee produces the report of a board compensation committee required by Securities and Exchange Commission rules to be included in the Company's proxy statements.

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 Advisors; Company Funding Obligations

The Committee has the authority, in its sole discretion, to retain or obtain the advice of or terminate a compensation consultant, legal counsel or other adviser. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), only after considering the

factors specified by applicable NASDAQ Listing Rule 5605(d)(3), which relate to the independence of such compensation consultant, legal counsel or other adviser.

Meetings; Executive Sessions

The Committee meets as often as it deems necessary. The Committee meets periodically, but at least twice per year, 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. The Chief Executive Officer may not be present during any voting or deliberations of the Committee regarding the Chief Executive Officer's compensation.³

Reports to the Board; Minutes

The Committee will make regular reports to the Board regarding the Committee's activities, but not less than once a year. 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.

Adopted by the Compensation and Human Resources Committee: January 10, 2018

Approved by the Board: February 8, 2018

³ Nasdaq 5605(d)(1)