



Corporate Governance

General

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Corporate Governance 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 Committee, 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. All members of the Committee must meet the independence requirements of The NASDAQ Stock Market LLC.

Authority and Responsibilities

General. The general purpose of the Committee is to assist the Board in fulfilling its responsibilities with respect to the governance of the Company. These responsibilities include making recommendations to the Board concerning: (1) the size and composition of the Board, the qualifications and independence of the directors, and the recruitment and selection of individuals to stand for election as directors; (2) the organization and operation of the Board, including the nature, size and composition of committees of the Board, the designation of committee Chairs, the designation of a Lead Independent Director, Chairman of the Board or similar position, and the distribution of information to the Board and its committees; and (3) the compensation of non-employee directors.

In addition, the Committee is responsible for overseeing the Company's corporate governance policies, practices and programs, including its relationships and communications with institutional investors and other interested parties; responses to governance-related legislative and regulatory initiatives and shareholder proposals; and encouraging continuous improvement and the implementation of "best practices" in corporate governance.

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

1. The Committee periodically assesses the size and composition of the Board in light of the Company's operations and other relevant factors.
2. The Committee periodically evaluates and recommends modifications of qualifications and other criteria for service as a director, including criteria for director independence and service on one or more Board committees.
3. The Committee monitors compliance with the criteria for service as a director, as well as for service on a particular Board committee. To enable the Committee to fulfill this responsibility, each director must notify the Committee promptly of: (a) any proposed change in the director's principal occupation; (b) the proposed election of the director to the board of directors (or similar body) or any board committee of another entity (other than not-for-profit entities); (c) the director's removal or other cessation of service as a member of any such board or committee; and (d) any other development that could affect the director's ability to serve on the Board or any Board committee. Following such notice, the Committee will determine whether to recommend any action to the Board (including whether the director should resign as a director of the Company or as a member of any Board committee). In addition, no member of the Company's executive management may serve on the board of directors (or similar body) or any board committee of another entity (other than not-for-profit entities) without first obtaining the approval of the Committee.
4. On an annual basis, the Committee will review and recommend whether existing directors will be nominated for re-election, based upon the evolving needs of the Company and other relevant factors.
5. The Committee identifies individuals qualified to become directors, consistent with criteria approved by the Board; coordinates and assists the Board in the recruitment of new directors; and selects or recommends to the Board candidates for election as directors, including the director nominees for the Company's annual meeting of stockholders. The Committee has sole authority to retain and terminate any search or similar firms to be used to identify candidates for election as director, including sole authority to approve the fees and other terms on which any such firm is retained.
6. The Committee evaluates and makes recommendations to the Board concerning the nature and composition of Board committees, including the designation of committee Chairs, Board committee structure and operations, and the extent to which committee assignments should be rotated over time. The Committee consults with the incumbent Committee Chairs regarding these matters.
7. The Committee coordinates, at least annually, a self-assessment by the Board of its operations and performance and

the overall operations and performance of the Board committees generally, and prepares an assessment of the Board's performance that is discussed with the Board. The Chairman of the Committee and the Chairman of the Board coordinate, at least annually, an evaluation of the performance of each director.

8. The Committee evaluates and makes recommendations concerning the designation of a Lead Independent Director, or a Chairman of the Board, as well as the responsibilities of such position.
9. The Committee evaluates and makes recommendations concerning the compensation of non-employee directors and is responsible for the oversight and administration of any plans or programs providing for the compensation of non-employee directors (except to the extent that any such plan or program provides that another Board committee is responsible for such administration, and subject in any case to the Committee's authority to delegate the administration of any such plans or programs). The Committee, acting alone or jointly with the Compensation and Human Resources Committee, will have authority to retain and terminate any compensation consultant to assist in the evaluation of non-employee director compensation, including authority to approve the fees and other terms on which any such consultant is retained.
10. The Committee evaluates and makes recommendations concerning the process for distribution of information to the Board and its committees, including the content and timing of delivery of materials relating to meetings of the Board and Board committees as well as general information about the Company and its operations.
11. The Committee periodically evaluates the Company's Corporate Governance Principles in light of current best practices and other relevant factors, and recommends to the Board any changes in such Principles deemed necessary or appropriate.
12. The Committee reviews any proposed changes to the Company's Certificate of Incorporation, By-laws and other documents affecting the rights of the Company's stockholders or otherwise affecting the Company's corporate governance, and makes recommendations to the Board with respect to any such changes.
13. The Committee is responsible for overseeing the implementation and maintenance of director orientation and education programs.
14. In coordination with the Compensation and Human Resources Committee, the Committee (a) evaluates the performance of the Chief Executive Officer in light of corporate goals and objectives approved by the Compensation and Human Resources Committee, and (b) oversees senior management development and succession planning on an annual basis.
15. Each director must submit his or her Irrevocable Resignation (as defined below) in writing to the Chairman of the Committee. The Committee will recommend, and the Board will nominate, for re-election as a director only an incumbent candidate who has tendered, prior to the mailing of the proxy statement for the annual meeting at which he or she is to be re-elected as a director, an irrevocable resignation authorized by Section 141(b) of the Delaware General Corporation Law that will be effective upon (i) the failure to receive the required vote at any annual meeting at which the candidate is nominated for re-election and (ii) Board acceptance of the resignation (an "Irrevocable Resignation"). In addition, in order to fill director vacancies and new directorships, the Committee will recommend, and the Board will elect, only candidates who tender, at or prior to the time of their appointment to the Board, the same form of Irrevocable Resignation tendered by other directors in accordance with these requirements. The Committee (or such other committee comprised of independent directors as the Board may appoint) will consider the Irrevocable Resignation submitted by any director not receiving the requisite number of votes to be elected pursuant to Section 7 of Article II of the By-laws and will recommend to the Board the action to be taken with respect to such the tendered resignation. If no independent directors received the required majority vote, the Board will act on the resignation offers. Any director whose Irrevocable Resignation is under consideration pursuant to this provision may not participate in the Committee recommendation regarding whether to accept the resignation offer.
16. The Committee administers the Company's Related Person Transactions Policy and reviews and approves or ratifies all Related Person Transactions (as such term is defined in such policy) in accordance with the terms thereof.
17. The Committee generally oversees the Company's charitable contribution program.
18. The Committee generally oversees sustainability matters relating to the Company.

Corporate Governance Officer. The Company will designate an individual to serve as Corporate Governance Officer. The Corporate Governance Officer will at all times have unrestricted access to the Committee or any member of the Committee or the Board for any purpose the Corporate Governance Officer deems appropriate.

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.

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, 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.

Meetings; Executive Sessions

The Committee meets as often as it deems necessary. The Committee meets 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.

Reports to the Board; Minutes

The Committee will make regular reports to the Board regarding the Committee's activities. 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 Corporate Governance Committee: August 1, 2012

Approved by the Board of Directors: August 1, 2012