

## **AMDOCS LIMITED MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE CHARTER**

### **A. PURPOSE**

The purpose of the Management Resources and Compensation Committee of the Board of Directors (the “**Board**”) of Amdocs Limited (the “**Company**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the executive officers of the Company and its subsidiaries including without limitation the administration of the 1998 Stock Option and Incentive Plan (the "Plan").

### **B. MEMBERSHIP, STRUCTURE AND ADMINISTRATION**

1. **Size and Membership Qualifications** – Except as otherwise permitted by applicable NASDAQ rules, the Management Resources and Compensation Committee shall consist of at least two members of the Board. Except as otherwise permitted by applicable NASDAQ rules, each member of the Management Resources and Compensation Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2) and shall not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. In determining whether a director is eligible to serve on the Management Resources and Compensation Committee, the Board shall consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Management Resources and Compensation Committee.
2. **Board Authority** – Members of the Management Resources and Compensation Committee shall be appointed by the Board and the Board may appoint such number of members as it deems necessary for the performance of its functions. The Board may remove members of the Management Resources and Compensation Committee and substitute others from such committee with or without cause as it deems necessary in its absolute discretion.
3. **Chair** – Unless the Board elects a Chair of the Management Resources and Compensation Committee, the Management Resources and Compensation Committee shall be determined by the Board from time to time.
4. **Compensation** – Subject to paragraph B.1 above, the compensation of the members of the Management Resources and Compensation Committee shall be as determined by the Board from time to time.
5. **Meetings** – The Management Resources and Compensation Committee shall meet at least annually and as often as it deems necessary in order to perform its responsibilities, in a manner as the Management Resources and Compensation Committee shall establish. A special meeting may be called on not less than 24 hours' notice, at any time by the Chairman. The Management Resources and Compensation Committee may also act by written resolution signed by all Committee members in lieu of a meeting. The Management

Resources and Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

6. **Delegation** – In accordance with paragraph 3 of the Plan the Management Resources and Compensation Committee may delegate to one or more sub-committees as it deems appropriate under the circumstances or to any one or more of its members or to one or more agents such administrative duties as detailed in the Plan (including but not limited to Paragraph 3 of the Plan) as it may deem advisable, and the Management Resources and Compensation Committee or any person to whom it has delegated duties as aforesaid may employ one or more persons to render advice with respect to any responsibility the Management Resources and Compensation Committee or such person may have under the Plan including without limitation paragraph 3 of the Plan or any other stock option or equity incentive plan.
7. **Compensation Consultants, Legal Counsel and Other Advisors** – The Management Resources and Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Management Resources and Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Management Resources and Compensation Committee. The Management Resources and Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Management Resources and Compensation Committee, of any compensation consultant, legal counsel and other advisor retained by the Management Resources and Compensation Committee. The Management Resources and Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).
8. **Charter** – The Management Resources and Compensation Committee shall periodically review and assess the adequacy of this Management Resources and Compensation Committee Charter and obtain the approval of the Board of Directors for all revisions or changes to the Charter.
9. **Annual Performance Evaluations** – At least annually and as conditions dictate the Management Resources and Compensation Committee shall evaluate its own performance.
10. **Report to the Board** – The Management Resources and Compensation Committee will keep regular minutes of its proceedings and report regularly to the Board in such manner and at such times as the Management Resources and Compensation Committee or the Board deems appropriate.

### **C. RESPONSIBILITIES AND DUTIES**

1. **General** – The Management Resources and Compensation Committee will perform its responsibilities and duties in accordance with the Company’s Articles of Incorporation, any delegated authority from the Board, and applicable laws, rules and regulations and the Plan. The Management Resources and Compensation Committee shall have the authority in its discretion, subject to and not inconsistent with the express provisions of the Plan or any other applicable stock option and incentive plan, to administer the Plan or such other plans in accordance with their terms and to exercise all the powers and authorities either specifically granted to it under the Plan (including without limitation paragraph 3 of the Plan) or any such other plans or necessary or advisable in the administration of the Plan or such other plans, including, the powers specifically attributed to them under the Plan or such other plans themselves and to make all other determinations deemed necessary or advisable for the administration of the Plan or such other plans.
2. **CEO Compensation** – The Management Resources and Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of Amdocs Management Limited (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed from time to time by the Board), determine and approve the CEO’s compensation based on this evaluation. The CEO shall not be present during voting or deliberations on his or her compensation.
3. **Compensation of Other Executive Officers** – The Management Resources and Compensation Committee shall periodically review and approve, or make recommendations to the Board with respect to, the compensation of the executive officers of the Company and its subsidiaries (other than the CEO).
4. **Evaluation of Senior Executives** – The Management Resources and Compensation Committee shall be responsible for overseeing the evaluation of the Company’s senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Management Resources and Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company’s senior executives, to be discussed periodically with the Board.
5. **Plan Recommendations and Approvals** – The Management Resources and Compensation Committee shall periodically review and make recommendations to the Board with respect to the Plan and any other incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Management Resources and Compensation Committee, or a majority of the Company’s independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
6. **Administration of Equity-Based Plans** – The Management Resources and Compensation Committee shall exercise all rights, authority and functions of the Board under the Plan and

all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including, without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, the Plan or any such plan or a resolution of the Board, the Management Resources and Compensation Committee shall not be authorized to amend the Plan or any such plan. The Management Resources and Compensation Committee, or a majority of the Company's independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).

7. **Succession of Senior Executives** – The Management Resources and Compensation Committee shall oversee an annual review by the Board on succession planning for the executive officers of the Company.
8. **Additional Powers** – The Management Resources and Compensation Committee shall discharge any other duties or responsibilities delegated to the Management Resources and Compensation Committee by the Board from time to time.