

**AMDOCS LIMITED**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER**

**A. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of Amdocs Limited (the "**Company**") is to:

- Identify individuals qualified to become members of the Board of Directors of the Company (the "**Board**");
- Recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- Oversee the evaluation of the Board and management of the Company.

**B. RESPONSIBILITIES AND DUTIES**

**General**

1. The Committee shall perform its responsibilities and duties in accordance with the Company's Articles of Incorporation, any delegated authority from the Board, and all applicable laws, rules and regulations.

**Board Membership**

2. **Identification of Director Nominees.** The Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders. In making its recommendations for Board membership, the Committee shall review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee or other committee membership purposes). In addition, due to the global and versatile nature of the Company's business, the Committee believes it is important to consider diversity of race, ethnicity, gender, age, education, cultural background and professional experiences in evaluating board candidates in order to provide practical insights and diverse perspectives.
3. **Search Firms.** The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms.

## **Corporate Social Responsibility**

4. **Review of Company's Actions.** The Committee shall be responsible for reviewing the Company's actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities.

## **Corporate Governance**

5. **Corporate Governance Guidelines.** The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.

## **Evaluation of the Board and Management**

6. **Evaluation of the Board.** The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall, from time to time as it deems appropriate, review the composition of the Board's committees and make recommendations with respect to their membership.
7. **Director Compensation.** The Committee shall review and recommend compensation (including equity-based compensation) for the Company's directors.
8. **Director Orientation and Continuing Education.** The Committee shall oversee an orientation and continuing education program for directors, meeting the requirements set forth in the Company's Corporate Governance Guidelines.
9. **Additional Powers.** The Committee shall discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

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

1. **Size and Membership Qualifications** - The Committee shall consist of three members or such number of directors as the Board shall from time to time determine. Except as otherwise permitted by applicable NASDAQ rules, each member of the Committee shall be an "independent director" as defined by NASDAQ Rule 5605(a)(2).
2. **Board Authority** - Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee with or without cause.
3. **Chair** - Unless the Board elects a Chair of the Committee, the Committee shall elect one by majority vote.

4. **Compensation** - The compensation of the members of the Committee shall be as determined by the Board from time to time.
5. **Meetings** - The Committee shall meet at least annually and as often as it deems necessary in order to perform its responsibilities, in a manner as the Committee shall establish. A special meeting may be called on not less than 24 hours notice, at any time by the Chairman. The Committee may also act by written resolution signed by all Committee members in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
6. **Subcommittees** - The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
7. **Charter** - The Committee shall periodically review and assess the adequacy of this Charter and obtain the approval of the Board of Directors for all revisions or changes to the Charter.
8. **Annual Performance Evaluations** - At least annually and as conditions dictate the Committee shall evaluate its own performance.
9. **Report to the Board** - The Committee will keep regular minutes of its proceedings and report regularly to the Board in such manner and at such times as the Committee or the Board deems appropriate.