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## Governance Overview

The Unisys Board of Directors and management team take our corporate governance responsibilities very seriously and are committed to managing the company in the best interests of our stakeholders.

Unisys has a strong corporate governance structure in place. We have publicly disclosed our corporate governance guidelines in our annual proxy statement since 1999. Among other requirements, our corporate governance guidelines require:

- a majority of our Board's directors be independent;
- that membership on our Audit, Nominating & Corporate Governance, and Compensation Committees is limited to independent directors;
- an annual evaluation of the performance of the Board and of the chief executive officer;
- non-management directors to meet at regularly scheduled executive sessions without company management present, with a presiding director overseeing these sessions.

These are just a few of the guidelines by which our company is managed and governed. We invite stockholders to view this section of the Investor site for a fuller understanding of our corporate governance structure.

**Download This Section**  
**Unisys Corporate Governance & Ethics**  
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Note: Any current Amendments are posted below the Restated Certificate of Incorporation.

### Restated Certificate of Incorporation of Unisys Corporation

(as of April 29, 2010)

Unisys Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Unisys Corporation and the name under which the corporation was originally incorporated was Burroughs Delaware Incorporated. The date of filing of its original Certificate of Incorporation with the Delaware Secretary of State was February 22, 1984.
2. The Restated Certificate of Incorporation of Unisys Corporation, in the form attached hereto as Exhibit A, has been duly adopted by the Board of Directors of Unisys Corporation in accordance with Section 245 of the General Corporation Law of the State of Delaware. The Restated Certificate of Incorporation attached hereto as Exhibit A only restates and integrates and does not further amend the provisions of this corporation's Restated Certificate of Incorporation, as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of the Restated Certificate of Incorporation attached hereto as Exhibit A.
3. The Restated Certificate of Incorporation so adopted reads in full as set forth on Exhibit A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be duly executed by its authorized officer on the 29th day of April 2010.

Unisys Corporation  
 By: Nancy Straus Sundheim  
 Title: Senior Vice President, General Counsel and Secretary

#### ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Unisys Corporation.

#### ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

#### ARTICLE III

The purpose or purposes for which the Corporation is organized are:

- To engage in the business of designing, manufacturing and marketing of components, products, systems and forms and supplies for the recording, storing, handling, computing, processing and communicating of information and data, and of providing related services; and
- To engage in any other lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

#### ARTICLE IV

**Section 1.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 112,000,000 shares, divided into two classes consisting of 72,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and 40,000,000 shares of Preferred Stock, par value \$1 per share ("Preferred Stock"). The Board of Directors shall have authority by resolution to issue the shares of Preferred Stock from time to time on such terms as it may determine and to divide the Preferred Stock into one or more series and, in connection with the creation of any such series, to determine and fix by the resolution or resolutions providing for the issuance of shares

thereof:

- A. the distinctive designation of such series, the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors, and the stated value thereof, if different from the par value thereof;
- B. the dividend rate, the times of payment of dividends on the shares of such series, whether dividends shall be cumulative, and, if so, from what date or dates, and the preference or relation which such dividends will bear to the dividends payable on any shares of stock of any other class or any other series of this class;
- C. the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed;
- D. whether or not the shares of such series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;
- E. whether or not the shares of such series shall be convertible into, or exchangeable for, any other shares of stock of the Corporation or any other securities and, if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- F. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up or upon any distribution of the assets, of the Corporation;
- G. whether or not the shares of such series shall have priority over or parity with or be junior to the shares of any other class or series in any respect, or shall be entitled to the benefit of limitations restricting (i) the creation of indebtedness of the Corporation, (ii) the issuance of shares of any other class or series having priority over or being on a parity with the shares of such series in any respect, or (iii) the payment of dividends on, the making of other distributions in respect of, or the purchase or redemption of shares of any other class or series on parity with or ranking junior to the shares of such series as to dividends or assets, and the terms of any such restrictions, or any other restriction with respect to shares of any other class or series on parity with or ranking junior to the shares of such series in any respect;
- H. whether such series shall have the voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights, which may be general or limited; and
- I. any other powers, preferences, privileges, and relative participating, optional, or other special rights of such series, and the qualifications, limitations or restrictions thereof, to the full extent now or hereafter permitted by law.

The powers, preferences and relative participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

**Section 2.** Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which stockholders generally are entitled to vote. Subject to the provisions of law and the rights of the Preferred Stock and any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock and any other class or series of stock having a preference over the Common Stock then outstanding have been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.

**Section 3. Junior Preferred Stock:**

**A. Designation and Amount.** The shares of such series shall be designated as "Junior Participating Preferred Stock" (the "Junior Preferred Stock") and the number of shares constituting such series shall be 1,500,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Junior Preferred Stock to a number less than the number of shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

**B. Dividends and Distributions.**

- (i) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Junior Preferred Stock with respect to dividends, the holders of shares of Junior Preferred Stock, in preference to the holders of Common Stock and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors

out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Junior Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$15 or (b) subject to the provision for adjustment hereinafter set forth, 300 times the aggregate per share amount of all cash dividends, and 300 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock, or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(ii) The Corporation shall declare a dividend or distribution on the Junior Preferred Stock as provided in Paragraph (i) of this Subsection immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$15 per share on the Junior Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(iii) Dividends shall begin to accrue and be cumulative on outstanding shares of Junior Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Junior Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Junior Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Junior Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Junior Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

**C. Voting Rights.** The holders of shares of Junior Preferred Stock shall have the following voting rights:

(i) Subject to the provision for adjustment hereinafter set forth, each share of Junior Preferred Stock shall entitle the holder thereof to 300 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(ii) Except as otherwise provided herein or by law, the holders of shares of Junior Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(iii) The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Junior Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Junior Preferred Stock, voting together as a single series.

(iv) Except as set forth herein, holders of Junior Preferred Stock shall have no voting rights.

**D. Certain Restrictions.**

(i) Whenever quarterly dividends or other dividends or distributions payable on the Junior Preferred Stock as provided in Subsection B are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Junior Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(a) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Junior Preferred Stock;

(b) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Junior Preferred Stock, except dividends paid ratably on the Junior Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled; or

(c) purchase or otherwise acquire for consideration any shares of Junior Preferred Stock, or any shares of stock ranking on a parity with the Junior Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(ii) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Paragraph (i) of this Subsection (D) purchase or otherwise acquire such shares at such time and in such manner.

**E. Reacquired Shares.** Any shares of Junior Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock, subject to the conditions and restrictions on issuance set forth herein.

**F. Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution, or winding up) to the Junior Preferred Stock unless, prior thereto, the holders of shares of Junior Preferred Stock shall have received \$100 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Junior Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 300 times the aggregate amount to be distributed per share to holders of Common Stock, or (2) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Junior Preferred Stock, except distributions made ratably on the Junior Preferred Stock and all other such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Junior Preferred Stock were entitled immediately prior to such event under the proviso in clause (1) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**G. Consolidation, Merger, etc.** In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Junior Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 300 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Junior Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**H. No Redemption.** The shares of Junior Preferred Stock shall not be redeemable.

**I. Rank.** Nothing herein shall preclude the Board of Directors from creating or authorizing any class or series of Preferred Stock ranking on a parity with or prior to the Junior Preferred Stock as to the payment of dividends or the distribution of assets.

## ARTICLE V

### Section 1. Vote Required for Certain Business Combinations.

**A. Higher Vote for Certain Business Combinations.** In addition to any affirmative vote required by law or this Restated Certificate of Incorporation, and except as otherwise expressly provided in Section 2 of this Article V:

- (i) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Stockholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or
- (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder or any Affiliate of any Interested Stockholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$50,000,000 or more; or
- (iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$50,000,000 or more; or
- (iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or any Affiliate of any Interested Stockholder; or
- (v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class or equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or any Affiliate of any Interested Stockholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class (it being understood that for purposes of this Article V, each share of the Voting Stock shall have the number of votes granted to it pursuant to Article IV of this Restated Certificate of Incorporation). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

**B. Definition of "Business Combination".** The term "Business Combination" as used in this Article V shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of Paragraph A of this Section 1.

**Section 2. When Higher Vote is Not Required.** The provisions of Section 1 of this Article V shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provisions of this Restated Certificate of Incorporation, if all of the conditions specified in either the following Paragraphs A and B are met:

**A. Approval by Disinterested Directors.** The Business Combination shall have been approved by a majority of the Disinterested Directors (as hereinafter defined).

**B. Price and Procedure Requirements.** All of the following conditions shall have been met:

- (i) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following:
  - (a) (if applicable) the highest per share price (including any brokerage commission, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder for any shares of Common Stock (or for any shares of common stock of Burroughs Corporation, a Michigan corporation, the predecessor to the Corporation) acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Stockholder, whichever is higher; and
  - (b) the Fair Market Value per share of Common Stock (or for any shares of common stock of Burroughs Corporation, a Michigan corporation, the predecessor of the Corporation) on the Announcement Date or on the date on which the Interested Stockholder became an Interested Stockholder (such latter date is referred to in this Article V as the "Determination Date"), whichever is higher.
- (ii) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any other class of outstanding Voting Stock shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to every class of outstanding Voting Stock, whether or not the Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):
  - (a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid

by the Interested Stockholder for any shares of such class of Voting Stock acquired by it (1) within the two-year period immediately prior to the Announcement Date or (2) in the transaction in which it became an Interested Stockholder, whichever is higher;

(b) (if applicable) the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(c) the Fair Market Value per share of such class of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher.

(iii) The consideration to be received by holders of a particular class of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Interested Stockholder has previously paid for shares of such class of Voting Stock. If the Interested Stockholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration for such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by it.

(iv) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Disinterested Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Disinterested Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Disinterested Directors; and (c) such Interested Stockholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(v) After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to public stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

### **Section 3. Certain Definitions. For the purpose of this Article V:**

A. A "person" shall mean any individual or firm, corporation, partnership, limited partnership, joint venture, trust, unincorporated association or other entity.

B. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 20% of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 20% or more of the voting power of then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding;

or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purpose of determining whether a person is an Interested Stockholder pursuant to Paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of Paragraph C of this Section 3, but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on February 24, 1984.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in Paragraph B of this Section 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Disinterested Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Stockholder and was a member of the Board prior to the time that the Interested Stockholder became an Interested Stockholder, and any successor of a Disinterested Director who is not an affiliate of the Interested Stockholder and is recommended to succeed a Disinterested Director by a majority of Disinterested Directors then on the Board.

H. "Fair Market Value" means (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange - Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on the Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotation System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

I. In the event of any Business Combination in which the Corporation survives, the phrase "other consideration to be received" as used in Paragraphs B(i) and (ii) of Section 2 of this Article V shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

**Section 4. Powers of the Board of Directors.** A majority of the directors of the Corporation shall have the power and duty to determine for the purposes of this Article V, on the basis of information known to them after reasonable inquiry, (A) whether a person is an Interested Stockholder, (B) the number of shares of Voting Stock beneficially owned by any persons, (C) whether a person is an Affiliate or Associate of another and (D) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$50,000,000 or more.

**Section 5. No Effect on Fiduciary Obligations of Interested Stockholders.** Nothing contained in this Article V shall be construed to relieve any Interested Stockholder from any fiduciary obligation imposed by law.

## ARTICLE VI

### Board of Directors

**Section 1. Number.** The business and affairs of the Corporation shall be managed under the direction of the Board of Directors which, subject to any right of the holders of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, shall consist of not less than 7 nor more than 15 persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

**Section 2. Terms.** The directors, other than those who may be elected by the holders of any series of Preferred Stock, shall, commencing with the Annual Meeting of Stockholders scheduled to be held in calendar year 2011 (the "2011 Annual Meeting"), be elected at each Annual Meeting of Stockholders for a term expiring at the next Annual Meeting of Stockholders following their election and shall remain in office until their successors shall have been elected and qualified or until their earlier death, resignation, retirement, disqualification or removal. The term of office of each director serving on the Board of Directors immediately prior to the election of directors at the 2011 Annual Meeting (other than any directors elected by holders of Preferred Stock) shall expire at the 2011 Annual Meeting, notwithstanding that any such director may

have been elected for a term that extended beyond the date of the 2011 Annual Meeting, but such director may remain in office beyond the expiration of such term expiring at the 2011 Annual Meeting until a successor is elected and qualified or until such director's earlier death, resignation, retirement, disqualification or removal.

**Section 3. Stockholder Nomination of Director Candidates.** Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the Bylaws of the Corporation.

**Section 4. Newly Created Directorships and Vacancies.** Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, even if less than a quorum. Any director so chosen (other than a director elected by holders of Preferred Stock) shall hold office for a term expiring at the next Annual Meeting of Stockholders following his or her election and shall remain in office until such director's successor shall have been elected and qualified or until such director's earlier death, resignation, retirement, disqualification or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**Section 5. Removal.** Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon, voting together as a single class.

## ARTICLE VII

### **Stockholder Action**

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders. Except as otherwise required by law and subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors.

## ARTICLE VIII

### **Bylaws Amendment**

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation (except so far as the Bylaws of the Corporation adopted by the stockholders shall otherwise provide). Any Bylaws made by the Directors under the powers conferred hereby may be altered, amended or repealed by the Directors or by the stockholders. Notwithstanding the foregoing and anything contained in this Restated Certificate of Incorporation or the Bylaws to the contrary, Sections 2 and 3 of Article I and Sections 1 through 5 of Article II of the Bylaws shall not be altered, amended or repealed and no provision inconsistent therewith shall be adopted without the affirmative vote of the holders of at least 80% of the voting power of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## ARTICLE IX

### **Amendments to Certificate of Incorporation**

Notwithstanding any other provisions of the Certificate of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Incorporation or the Bylaws of the Corporation), the affirmative vote of the holders of 80% or more of the voting power of the shares of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, Articles V, VI, VII, VIII or this Article IX of this Restated Certificate of Incorporation.

## ARTICLE X

**Section 1. Elimination of Certain Liability of Directors.** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

### **Section 2. Indemnification and Insurance.**

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the

request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under Paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of providing such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

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## Certificate of Amendment of the Restated Certificate of Incorporation of Unisys Corporation

Unisys Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**First:** The name of the corporation is Unisys Corporation.

**Second:** The first sentence of Section 1 of Article IV of the Corporations's Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"Section 1: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 140,000,000 shares, divided into two classes consisting of 100,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and 40,000,000 shares of Preferred Stock, par value \$1 per share ("Preferred Stock")."

**Third:** The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

**Fourth:** The foregoing amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed by its authorized officer on April 27, 2011.

Unisys Corporation

By: Nancy Straus Sundheim

Title: Senior Vice President, General Counsel and Secretary

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## Investor Relations

### Corporate Governance

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[BOD Nominating & Corporate Governance Committee Charter](#) | [BOD Correspondence](#) | [Unisys Ethics Program](#)

## Unisys Corporation Bylaws

(April 2010)

This section includes:

- [Article I - Stockholders](#)
- [Article II - Directors](#)
- [Article III - Notice, Waivers, Meetings](#)
- [Article IV - Officers](#)
- [Article V - Certificates of Stock, Transfer, Etc.](#)
- [Article VI - General Provisions](#)

### ARTICLE I

#### Stockholders

##### SECTION 1. Annual Meeting of Stockholders.

The Board of Directors may fix the date, time and place of the annual meeting of stockholders, but if no such date and time is fixed and designated by the Board of Directors, the annual meeting of stockholders shall be held on the last Thursday in April in each year. At the annual meeting, the stockholders then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting.

##### SECTION 2. Special Meetings of Stockholders.

Subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of the stockholders for any purpose may be called only by a majority of the entire Board of Directors.

##### SECTION 3. Stockholder Action.

Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

##### SECTION 4. Place of Meeting.

All meetings of the stockholders of the Corporation shall be held at such place as shall be designated by the Board of Directors in the notice of such meeting.

##### SECTION 5. Notice of Business to be Transacted.

(a) Annual Meetings.

(1) Nominations of persons for election to the Board of Directors of the Corporation shall be made pursuant to Article II, Section 5 of these bylaws. The proposal of business other than director nominations to be transacted by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice with respect to such meeting, (b) by or at the direction of the Board of Directors, or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of the notice provided for in these bylaws, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this section.

(2) For business other than director nominations to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of

paragraph (1) of this section, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such business must be a proper matter for stockholder action under the Delaware General Corporation Law (the "GCL"). To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not less than 90 days prior to the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that in the event that the date of the annual meeting is more than 30 days prior to or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the 90th day prior to such annual meeting or later than the 7th day following the day on which notice of the date of such meeting is first given. Such stockholder's notice shall set forth (a) as to any business that the stockholder proposes to bring before the meeting, a brief description of such business, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (b) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner and (ii) the class and number of shares of the capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner.

(3) Only such business shall be conducted at an annual meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this section and, with respect to the election of directors, Article II, Section 5. The chairman of the meeting shall determine whether any business proposed to be transacted by the stockholders has been properly brought before the meeting and, if any proposed business has not been properly brought before the meeting, the chairman shall declare that such proposed business shall not be presented for stockholder action at the meeting.

(b) Special Meetings. Nominations of persons for election to the Board of Directors may be made by stockholders at special meetings of stockholders at which directors are to be selected pursuant to the stockholders' notice requirements of Article II, Section 5 of these bylaws. Stockholders shall not propose business at any special meetings of stockholders.

(c) Proxy Rules. Nothing in this Section 5 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

#### **SECTION 6. Quorum, Manner of Acting and Adjournment and Postponement.**

(a) Quorum, Adjournment and Postponement. The holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders except as otherwise provided by the GCL, by the certificate of incorporation or by these bylaws. Whether or not a quorum is present or represented at any meeting of the stockholders, the chairman of the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting. At any such adjourned meeting at which a quorum is present or represented, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. The stockholders present in person or by proxy at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding withdrawal of enough stockholders to leave less than a quorum. Any meeting of stockholders, whether special or annual, may be postponed by resolution of the Board of Directors upon public notice given prior to the date of such meeting.

(b) Manner of Acting. In all matters other than the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote thereon shall be the act of the stockholders, unless the question is one upon which, by express provision of the applicable statute, the certificate of incorporation or these bylaws, a different vote is required in which case such express provision shall govern and control the decision of the question.

#### **SECTION 7. Required Vote for Directors**

(a) Required Vote. Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director's election.

(b) Resignation. If a nominee for director who is an incumbent director does not receive the vote required by Article I, Section 7(a) of these bylaws at any meeting at which he or she has been nominated for election and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board of Directors in accordance with the irrevocable undertaking specified in Article I, Section 8 of these bylaws or any other commitment, undertaking or agreement of such director. The Nominating and Corporate Governance Committee (or such other committee as the Board of Directors may appoint in accordance with Article II, Section 10 of these bylaws) shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Corporate Governance

Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article II, Section 3 of these bylaws or may decrease the size of the Board of Directors pursuant to the provisions of Article II, Section 1 of these bylaws.

#### **SECTION 8. Directors' Questionnaire, Representation and Agreement.**

To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Article II, Section 5 of these bylaws) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request), which agreement shall (i) include an irrevocable undertaking to tender his or her resignation in the event that such director does not receive the vote required by Article I, Section 7(a) of these bylaws at any meeting at which he or she has been nominated for election and no successor has been elected at such meeting and (ii) provide that such person (A) will abide by the requirements of Article I, Sections 7(a) and (b) of these bylaws, (B) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (C) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (D) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

#### **SECTION 9. Organization and Conduct of Business.**

At every meeting of the stockholders, the Chairman of the Board, if there be one, or in the case of a vacancy in the office or absence of the Chairman of the Board, one of the following persons present in the order stated: the Vice Chairman, if one has been appointed, the Chief Executive Officer, the President, the Vice Presidents in their order of rank or seniority, a chairman designated by the Board of Directors or a chairman chosen by the stockholders entitled to cast a majority of the votes which all stockholders present in person or by proxy are entitled to cast, shall act as chairman, and the Secretary, or, in the absence of the Secretary, an Assistant Secretary, or in the absence of the Secretary and the Assistant Secretaries, a person appointed by the chairman, shall act as secretary. The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as may seem to him in order.

#### **SECTION 10. Voting.**

(a) General Rule. Unless otherwise provided in the certificate of incorporation, each stockholder shall be entitled to one vote, in person or by proxy, for each share of capital stock having voting power held by such stockholder.

(b) Voting and Other Action by Proxy. At any meeting of the stockholders, every stockholder entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

All voting, except where otherwise required by law, these bylaws or the certificate of incorporation, may be by a voice vote. Any vote not taken by voice shall be taken by ballots, each of which shall state the name of the stockholder or proxy voting and such other information as may be required under the procedure established for the meeting.

#### **SECTION 11. Voting Lists.**

The Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting. The list shall be arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

#### **SECTION 12. Inspectors of Election.**

(a) Appointment. All elections of directors shall be by written ballot. In advance of any meeting of stockholders the Board of Directors shall appoint one or more inspectors to act at the meeting. No person who is a candidate for office shall act as an inspector. In case any person appointed as an inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting, or at the meeting by the chairman of the meeting.

(b) Duties. Inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies and ballots, shall receive votes or ballots, shall hear and determine all challenges and questions in any way arising in connection with the right to vote, shall count and tabulate all votes and ballots, shall determine and certify the result, and shall do such acts as may be proper to conduct the election or vote with fairness to all stockholders. If there be more than one inspector of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

(c) Report. On request of the chairman of the meeting or of any stockholder or his proxy, the inspectors shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them.

(d) Opening and Closing of Polls. The date and time of the opening and closing of the polls for each matter to be voted upon at the meeting shall be determined by the chairman of the meeting and announced at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery in Delaware upon application by a stockholder shall determine otherwise.

## **ARTICLE II**

### **Directors**

#### **SECTION 1. Number.**

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors which, subject to any right of the holders of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, shall consist of not less than 7 nor more than 15 persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

#### **SECTION 2. Terms.**

The directors, other than those who may be elected by the holders of any series of Preferred Stock, shall, commencing with the Annual Meeting of Stockholders scheduled to be held in calendar year 2011 (the "2011 Annual Meeting"), be elected at each Annual Meeting of Stockholders for a term expiring at the next Annual Meeting of Stockholders following their election and shall remain in office until their successors shall have been elected and qualified or until their earlier death, resignation, retirement, disqualification or removal. The term of office of each director serving on the Board of Directors immediately prior to the election of directors at the 2011 Annual Meeting (other than any directors elected by holders of Preferred Stock) shall expire at the 2011 Annual Meeting, notwithstanding that any such director may have been elected for a term that extended beyond the date of the 2011 Annual Meeting, but such director may remain in office beyond the expiration of such term expiring at the 2011 Annual Meeting until a successor is elected and qualified or until such director's earlier death, resignation, retirement, disqualification or removal.

#### **SECTION 3. Newly Created Directorships and Vacancies.**

Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, even if less than a quorum. Any director so chosen (other than a director elected by holders of Preferred Stock) shall hold office for a term expiring at the next Annual Meeting of Stockholders following his or her election and shall remain in office until such director's successor shall have been elected and qualified or

until such director's earlier death, resignation, retirement, disqualification or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

#### **SECTION 4. Removal.**

Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon, voting together as a single class.

#### **SECTION 5. Nomination of Director Candidates.**

(a) Nominations of candidates for election as directors of the Corporation at any meeting of stockholders called for election of directors (an "Election Meeting") may be made by the Board of Directors or by any stockholder entitled to vote at such Election Meeting.

(b) Nominations made by the Board of Directors shall be made at a meeting of the Board of Directors, or by written consent of directors in lieu of a meeting, not less than 30 days prior to the date of the Election Meeting, and such nomination shall be reflected in the minute books of the Corporation as of the date made. At the request of the Secretary of the Corporation each proposed nominee shall provide the Corporation with such information concerning himself as is required, under the rules of the Securities and Exchange Commission, to be included in the Corporation's proxy statement soliciting proxies for his election as a director.

(c) Not less than 90 days prior to the date of the Election Meeting in the case of an annual meeting, and not more than 7 days following the date of notice of the meeting in the case of a special meeting, any stockholder who intends to make a nomination at the Election Meeting shall deliver a notice to the Secretary of the Corporation setting forth (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the Corporation which are beneficially owned by each such nominee, (iv) a statement that the nominee is willing to be nominated and (v) such other information concerning each such nominee as would be required, under the rules of the Securities and Exchange Commission, in a proxy statement soliciting proxies for the election of such nominees.

(d) In the event that a person is validly designated as a nominee in accordance with paragraph (b) or paragraph (c) hereof and shall thereafter become unable or unwilling to stand for election to the Board of Directors, the Board of Directors or the stockholder who proposed such nominee, as the case may be, may designate a substitute nominee.

(e) If the Chairman of the Election Meeting determines that a nomination was not made in accordance with the foregoing procedures, such nominations shall be void.

No person shall be elected a director of the Corporation after having attained the age of seventy years.

#### **SECTION 6. Organization.**

At every meeting of the Board of Directors, the Chairman of the Board or, in the case of a vacancy in the office or absence of the Chairman of the Board, a chairman chosen by a majority of the directors present, shall preside, and the Secretary, or, in the absence of the Secretary, an Assistant Secretary, or in the absence of the Secretary and the Assistant Secretaries, any person appointed by the chairman of the meeting, shall act as secretary.

#### **SECTION 7. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

#### **SECTION 8. Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or by three or more of the directors and shall be held at such place, on such date and at such time as they or he shall fix.

#### **SECTION 9. Quorum, Manner of Acting and Adjournment.**

(a) General Rule. One-half of the total number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except (1) as may be otherwise specifically provided by the GCL or by the certificate of incorporation; and (2) for any amendment to these bylaws, which shall require the vote of not less than a majority of the directors then in office. If a quorum is not present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without further waiver or notice other than announcement at the meeting, until a quorum is present.

(b) Unanimous Written Consent. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at

any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

(c) Conference Telephone Meetings. One or more directors of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner constitutes presence in person at the meeting.

#### **SECTION 10. Committees of the Board of Directors.**

(a) Establishment and Powers. The Board of Directors may, by resolution adopted by a majority of the whole Board, establish one or more committees, each committee to consist of one or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee and the alternate or alternates, if any, designated for such member, the member or members of the committee present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Subject to the provisions of the GCL, committees established by the Board of Directors shall have such power and authority as provided by resolution of the board. Each committee so formed shall have such name as may be determined from time to time by resolution adopted by the Board of Directors and shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

(b) Committee Procedures and Conduct of Business. Each committee of the Board of Directors may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings of committees. A majority of the members of any committee shall constitute a quorum unless the committee shall consist of one (1) or two (2) members, in which event one (1) member and two (2) members, respectively, shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

#### **SECTION 11. Compensation of Directors.**

Unless otherwise restricted by the certificate of incorporation, the Board of Directors shall have the authority to fix the fees and other compensation of directors.

#### **SECTION 12. Chairman of the Board**

The Board of Directors shall elect the Chairman of the Board from among the members of the board. The Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

### **ARTICLE III**

#### **Notice - Waivers - Meetings**

##### **SECTION 1. Notice, What Constitutes.**

Whenever, under the provisions of the GCL or of the certificate of incorporation or of these bylaws, notice is required to be given to any director or stockholder, such notice may be given in writing, by mail or by telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by facsimile transmission to the address (or to the telex, TWX, facsimile or telephone number) of the person appearing on the books of the Corporation, or in the case of directors, supplied to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to be given when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched, or in the case of facsimile transmission, when electronically received.

##### **SECTION 2. Notice of Meetings of Board of Directors.**

Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each director by telephone or in writing at least 24 hours (in the case of notice by telephone, telex, TWX or facsimile transmission) or 48 hours (in the case of notice by telegraph, courier service or express mail) or five days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

##### **SECTION 3. Notice of Meetings of Stockholders.**

Written notice of the place, date and hour of every meeting of the stockholders, whether annual or special, shall be given to each stockholder

of record entitled to vote at the meeting not less than ten nor more than 60 days before the date of the meeting and shall state the purpose or purposes thereof. If the notice is sent by mail, it shall be deemed to have been given when deposited in the United States mail, postage prepaid, directed to the stockholder at the address of the stockholder as it appears on the records of the Corporation.

#### **SECTION 4. Waivers of Notice.**

(a) **Written Waiver.** Whenever notice is required to be given under any provisions of the GCL or the certificate of incorporation or these bylaws, a written waiver, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice of such meeting.

(b) **Waiver by Attendance.** Attendance of a person at a meeting, either in person or by proxy, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE IV**

### **Officers**

#### **SECTION 1. Number, Qualifications and Designation.**

The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer, a Controller and such other officers as may be elected in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

#### **SECTION 2. Election and Term of Office.**

The officers of the Corporation, except those appointed by delegated authority pursuant to section 3 of this Article IV, shall be elected annually by the Board of Directors, and each such officer shall hold office for a term of one year and until a successor is elected and qualified, or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer may be removed from office at any time by the affirmative written vote of a majority of the directors then in office. Notwithstanding anything to the contrary in these by-laws and regardless of whether the officer has tendered his/her resignation, an officer's term of office and employment shall terminate on the first day of the month following the officer's attainment of age sixty-five unless, in the case of any particular officer, the Board of Directors shall have determined otherwise.

#### **SECTION 3. Other Officers, Committees and Agents.**

The Board of Directors may from time to time elect such other officers, which may include, at the Board's discretion, the Chairman of the Board and a Vice Chairman, and appoint such committees, employees or other agents as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as are provided in these bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

#### **SECTION 4. The Chief Executive Officer.**

The Chief Executive Officer shall have general responsibility for the management and control of the business of the Corporation, shall perform all duties and have all powers that are commonly incident to the office of Chief Executive Officer and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

#### **SECTION 5. The President.**

The President shall perform such duties as from time to time may be assigned by the Board of Directors or by the Chief Executive Officer.

#### **SECTION 6. The Vice Presidents.**

The Vice Presidents shall perform such duties as may from time to time be assigned to each and any of them by the Board of Directors or by the Chief Executive Officer. A Vice President or Vice Presidents may have such additional designations as the Board may approve.

#### **SECTION 7. The Secretary.**

The Secretary, or an Assistant Secretary, shall attend all meetings of the stockholders, the Board of Directors and committees thereof and shall record the proceedings of the stockholders and of the directors and of committees of the Board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal;

and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or by the Chief Executive Officer.

#### **SECTION 8. The Treasurer.**

The Treasurer, or an Assistant Treasurer, shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; whenever so required by the Board of Directors, shall render an account showing his or her transactions as Treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or by the Chief Executive Officer.

#### **SECTION 9. The Controller.**

The Controller shall provide and maintain financial and accounting controls over the business and affairs of the Corporation. He or she shall maintain adequate records of the assets, liabilities and financial transactions of the Corporation, and shall direct the preparation of financial statements, reports and analyses. He or she shall perform all acts incident to the position of Controller subject to the control of the Board of Directors and the Chief Executive Officer.

#### **SECTION 10. General Counsel.**

The Corporation may have a General Counsel who shall be appointed by resolution of the Board of Directors and who shall have general supervision of all matters of a legal nature concerning the Corporation.

#### **SECTION 11. Officers' Bonds.**

No officer of the Corporation need provide a bond to guarantee the faithful discharge of the officer's duties unless the Board of Directors shall by resolution so require a bond in which event such officer shall give the Corporation a bond (which shall be renewed if and as required) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of office.

#### **SECTION 12. Compensation.**

The compensation of the officers of the Corporation elected by the Board of Directors shall be fixed from time to time by the Board of Directors or a committee thereof designated for such purpose.

## **ARTICLE V**

### **Certificates of Stock, Transfer, Etc.**

#### **SECTION 1. Form and Issuance.**

(a) Issuance and Form. The shares of the capital stock of the Corporation shall be represented by certificates in such form as shall be approved by the Board of Directors or shall be uncertificated shares. To the extent that shares are represented by certificates, such certificates shall be signed by the Chairman or the Chief Executive Officer or the President or any Vice President and by the Treasurer or the Secretary.

(b) Records and Regulations. The stock record books shall be kept by the Secretary or by any registrar, stock transfer agent or other agency designated by the Board of Directors for that purpose. The shares of the capital stock of the Corporation shall be registered in the stock ledger and transfer books of the Corporation as they are issued. Except as may otherwise be required by the Corporation's certificate of incorporation or the GCL, the Board of Directors may make such other rules and regulations concerning the issue, transfer and registration of certificated or uncertificated shares of the capital stock of the Corporation as it deems necessary or appropriate from time to time.

(c) Signatures. Any of or all the signatures upon the stock certificates of the Corporation may be a facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed upon, any share certificate shall have ceased to be such officer, transfer agent or registrar, before the certificate is issued, it may be issued with the same effect as if the signatory were such officer, transfer agent or registrar at the date of its issue.

#### **SECTION 2. Transfer of Stock.**

Transfers of stock shall be made only upon the transfer books of the Corporation kept at an office of the Corporation or by transfer agents designated to transfer shares of the stock of the Corporation. In the case of shares represented by a certificate, an outstanding certificate for the number of shares involved shall be surrendered for cancellation, properly endorsed, before a new certificate is issued therefor, except where a certificate is issued in accordance with Section 3 of this Article.

#### **SECTION 3. Lost, Stolen, Destroyed or Mutilated Certificates.**

The Corporation may direct a new certificate of stock to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or the legal representative of the owner, to give the Corporation a bond sufficient to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate or the issuance of such new certificate.

#### **SECTION 4. Record Holder of Shares.**

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the GCL.

#### **SECTION 5. Determination of Stockholders of Record.**

(a) Meetings of Stockholders. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

(b) Dividends. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights of the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

## **ARTICLE VI**

### **General Provisions**

#### **SECTION 1. Dividends.**

Subject to the restrictions contained in the GCL and any restrictions contained in the certificate of incorporation, the Board of Directors may declare and pay dividends upon the shares of capital stock of the Corporation.

#### **SECTION 2. Contracts.**

Except as otherwise provided in these bylaws, the Board of Directors or the Chief Executive Officer, to the extent authorized by the Board, may authorize any officer or officers, or any agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances.

#### **SECTION 3. Corporate Seal.**

The Corporation shall have a corporate seal, which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. If and when so directed by the Board or a committee thereof, duplicates of the seal may be kept and used by the Secretary or Treasurer or by an Assistant Secretary or Assistant Treasurer.

#### **SECTION 4. Amendment of Bylaws.**

Subject to the provisions of the certificate of incorporation, these bylaws may be altered, amended or repealed or new bylaws may be adopted either (1) by vote of the stockholders at a duly held annual or special meeting of stockholders, or (2) by vote of a majority of the Board of Directors at any regular or special meeting of directors.

#### **SECTION 5. Action with Respect to Securities of Other Corporations.**

The Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, the President, any Vice President, the Treasurer or

Secretary, or such other person appointed by such officer or the Board of Directors, shall have the power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of stockholders of or with respect to any action of stockholders of any other corporation in which the Corporation may hold securities and otherwise to exercise any and all rights and powers which the Corporation may possess by reason of its ownership of securities in such other corporation. The Corporation shall not directly or indirectly vote any shares issued by it.

**SECTION 6. Fiscal Year.**

The fiscal year of the Corporation shall end on the thirty-first of December in each year.

**SECTION 7. Time Periods.**

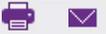
In applying any provision of these bylaws that requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

**SECTION 8. Confidentiality Policies.**

The provisions of these Bylaws shall be subject to any policies with respect to inspectors of election and confidential proxy voting which may be adopted by the Board of Directors from time to time and which are not inconsistent with applicable law.

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## Investor Relations

### Corporate Governance

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## Unisys Board Guidelines on Significant Corporate Governance Issues

**As Amended Through September 26, 2013**

### 1) Board Composition and Selection

**Size.** The Company's By-Laws provide for the Board to have no fewer than seven and no more than 15 members. It is the sense of the Board that a size of 10 to 12 members is about right. However, the Board would be willing to increase the size in order to accommodate the availability of an outstanding candidate.

**Independence.** The Board shall have a majority of directors who qualify as independent under the listing standards of the New York Stock Exchange. The Nominating and Corporate Governance Committee shall review annually with the Board the relationships that each director has with the Company (either directly or as a partner, stockholder, employee or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and who meet the additional qualifications prescribed under the listing standards of the New York Stock Exchange will be considered independent.

The Board has established the following guidelines to assist it in determining whether a director has a material relationship with the Company:

The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence (a) if the director is an executive officer or partner of, or owns more than ten percent of the equity in, another company that does business with the Company and the annual sales to, or purchases from, the Company are less than one percent of the annual revenues of that other company and (b) if the director serves as an officer, director or trustee of a charitable organization, and the Company's discretionary charitable contributions to the organization are less than one percent of that organization's total annual charitable receipts.

The Board is willing to have members of management, in addition to the Chief Executive Officer, as directors. However, the Board believes that management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher management position in the Company. Managers other than the Chief Executive Officer currently attend Board meetings on a regular basis even though they are not members of the Board.

**Selection of New Director Candidates.** The Board itself should be responsible, in fact as well as procedure, for selecting its own members. The Board delegates the screening process involved to the Chairman of the Nominating and Corporate Governance Committee with input from the Chairman of the Board as well as the Chief Executive Officer (if the Chairman is not the Chief Executive Officer). The Nominating and Corporate Governance Committee is responsible for determining the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This determination should take into account all factors the Nominating and Corporate Governance Committee considers appropriate, such as independence, experience, expertise, strength of character, mature judgment, leadership ability, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board. An invitation to join the Board should be extended by the Chairman of the Nominating and Corporate Governance Committee, the Chairman of the Board and the Chief Executive Officer of the Company.

**Selection of Chairman and CEO.** The Board will be free to make this choice any way that seems best to assure the success of the Company so as to provide appropriate leadership at a given point in time. Therefore, the Board does not have a policy, one way or the other, on whether or not the role of the Chief Executive and Chairman should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. If the Chairman is not an employee of the Company, the Chairman should qualify as independent under the listing standards of the New York Stock Exchange.

**Term Limits.** The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and

viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer and the Chairman of the Board, will review each director's continuation on the Board as a regular part of the annual nominating process.

**Retirement Age.** In accordance with the Company's bylaws, no director shall stand for re-election at any annual stockholders' meeting following attainment of age 70 and no person shall be elected a director (as a result of an increase in the number of directors, to fill a vacancy or otherwise) if such person has attained the age of 70.

**Former Chief Executive Officer's Board Membership.** It is expected that when the Chief Executive Officer resigns from that position, he/she will offer his/her resignation from the Board at the same time.

**Directors Who Change Their Present Job Responsibility.** It is the sense of the Board that individual directors who change their primary job responsibility should volunteer to resign from the Board. It is not the sense of the Board that the directors who retire or change job responsibilities should necessarily leave the Board. However, the Nominating and Corporate Governance Committee should review the continued appropriateness of Board membership under these circumstances. Based on this review, the Nominating and Corporate Governance Committee will recommend, and the Board will determine, whether or not to accept the director's resignation.

**Service on Other Boards.** Directors are expected to ensure that other existing and planned future commitments do not materially interfere with the director's service as a Board member. Non-management directors are encouraged to limit the number of public company boards on which they serve to no more than four in addition to the Company's and should advise the Chairman of the Board and the General Counsel of the Company before accepting an invitation to serve on another board.

## 2) Board Meetings

**Frequency of Meetings.** The Board should have at least six regularly scheduled meetings per year. In addition, special meetings may be called from time to time as determined by the needs of the business. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

**Selection of Agenda Items for Board Meetings.** The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans during at least one Board meeting each year.

**Board Material Distributed in Advance.** Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Management should ensure that the materials being distributed are as concise as possible while giving directors sufficient information to make informed decisions.

**Executive Sessions of Outside Directors; Lead Director.** The non-management directors shall meet in executive session at all regularly scheduled Board meetings and will have the opportunity to meet in executive session at any time upon request. If the Chairman of the Board is an employee of the Company, the Board shall elect from the independent directors a lead director who shall preside at such executive sessions. If the Chairman is not an employee of the Company, the Chairman shall preside at such executive sessions. If the non-management directors include any directors who are not independent under the listing standards of the New York Stock Exchange, the Company shall, at least once a year, schedule an executive session including only independent directors. In addition, annually, the non-management directors will meet in executive session to review the performance of the Chief Executive Officer. The chairman of the Compensation Committee shall lead this review.

If the Board or any committee meets in a session of non-management directors only, the lead director or chairman of the committee is required to meet with the Chief Executive Officer to relate the matters discussed.

## 3) Committees

**Number and Type of Committees.** The current four Unisys Board committees are Audit, Compensation, Finance, and Nominating and Corporate Governance. There will, from time to time, be occasions in which the Board may want to form a new committee or disband a current committee depending upon the circumstances. In addition, the Chairman may appoint ad hoc special purpose committees as and when the need arises.

**Assignment and Rotation of Committee Members.** Membership on the Audit, Compensation, and Nominating and Corporate Governance Committees will be limited to directors who meet the independence criteria of the New York Stock Exchange and any applicable independence criteria for members of those committees prescribed by the Securities and Exchange Commission.

The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), with consideration of the desires of individual Board members, will be responsible for recommending Board member committee assignments to the Nominating and Corporate Governance Committee, which will review and recommend assignments to the Board for approval.

It is the sense of the Board that consideration should be given to changing committee members as well as committee chairs periodically, but the Board does not feel that such a change should be mandated as a policy since there may be reasons at a given point in time to maintain an individual director's committee membership.

**Frequency and Length of Committee Meetings and Agendas.** Each committee chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee. The chairman of the committee, in consultation with the appropriate members of Unisys management and staff, will approve the committee's agenda.

#### 4) Access to Senior Management and Independent Advisors

**Regular Attendance of Non-Directors at Board Meetings.** The Board is comfortable with the regular attendance at each Board meeting of non-Board members who are members of senior management. Should the Chief Executive Officer want to add additional people as attendees on a regular basis, it is expected that this suggestion would be made to the Board for its concurrence.

**Board Access to Senior Management.** Board members have complete access to Unisys management. It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company and that such contact, if in writing, be copied to the Chief Executive Officer and the Chairman. Furthermore, the Board encourages senior management to, from time to time, bring other managers into Board Meetings who: (a) can provide additional insights into the items being discussed because of personal involvement in these areas, or (b) represent managers with future potential that the senior management believes should be given exposure to the Board.

**Board Access to Independent Advisors.** The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

#### 5) Board Compensation and Stock Ownership Requirements

It is appropriate for the staff of the Company to report once a year to the Compensation Committee on the status of Unisys Board compensation in relation to other large U.S. companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board. Particular attention will be paid to structuring Board compensation in a manner aligned with shareholder interests. In this regard, the Board believes that a meaningful portion of a director's compensation should be provided and held in stock options and/or stock units. Members of management shall not receive additional compensation for their service as directors.

The Board believes that, only in rare circumstances approved by the Board, should directors draw, directly or indirectly, consulting, legal or other fees from the Company. In no event shall any member of the Audit Committee receive any compensation from the Company other than directors' fees.

Each non-management member of the Board is required to own stock, stock units or other equity equivalents of the Company in accordance with the Company's stock ownership guidelines for directors.

#### 6) Board Orientation and Continuing Education

The Company shall provide a director orientation program for new directors to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, its compliance programs, its code of ethics and business conduct, its principal officers, and its internal and independent auditors. The Company will provide directors with presentations from time to time on topics designed by the Company or third-party experts to assist directors in carrying out their responsibilities. Directors may also attend appropriate continuing education programs. The Company will bear all reasonable expenses in connection with attending accredited third-party continuing education programs.

#### 7) Assessing the Board's Performance

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee, acting through its chairman, will facilitate this self-evaluation. In addition, each committee will conduct an annual self-evaluation of its performance and will make a report annually to the Board. In connection with these assessments, the Board and each committee should specifically review areas in which the Board, committee members or the management believes improvements could be made to increase the effectiveness of the Board and its committees.

#### 8) Evaluation of the Chief Executive Officer and Succession Planning

All non-management directors will participate in the annual evaluation of the Chief Executive Officer, led by the Compensation Committee. The evaluation should be communicated in writing to the Chief Executive Officer by the chairman of the Compensation Committee. The

evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. Based on this evaluation, the Compensation Committee will recommend, and the members of the Board who meet the independence criteria of the New York Stock Exchange will determine and approve, the compensation of the Chief Executive Officer.

The Board shall have overall responsibility to plan for CEO succession. To assist the Board in this, the Chief Executive Officer should present an annual report on succession planning to the Board. There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to a successor should he/she be unexpectedly unable to perform his/her duties. These succession plans should be reported to and discussed with the Board each year.

## 9) Confidentiality; Public Statements Regarding Company Matters; Board Interaction with Investors, Customers, and Other Third Parties.

Members of the Board should, at all times, act in accordance with the Company's confidentiality policy for directors. The Board believes that the management speaks for Unisys. It is the sense of the Board that no outside director should respond to media inquiries regarding Unisys, and all such inquiries should be referred to management for appropriate handling. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with Unisys, it is expected that Board members would do this with the prior knowledge of management and, in most instances, at the request of management and that all such communications will be strictly in accordance with the confidentiality policy for directors.

## 10) Stockholder Rights Plan.

The Company's stockholder rights plan expired on March 17, 2006, and it has no present intention to adopt a new one. Subject to its continuing fiduciary duties, which may dictate otherwise depending on the circumstances, the Board shall submit the adoption of any future rights plan to a vote of the stockholders. Any stockholder rights plan adopted or extended without stockholder approval shall be approved by a majority of the independent members of the Board and shall be in response to specific, articulable circumstances that are deemed to warrant such action without the delay that might result from seeking prior stockholder approval. If the Board adopts or extends a rights plan without prior stockholder approval, the Board shall, within one year, either submit the plan to a vote of the stockholders or redeem the plan or cause it to expire.

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## Board of Directors



### J. Edward Coleman

Mr. Coleman, 62, is Chairman and Chief Executive Officer of Unisys. He has been with Unisys since 2008. Mr. Coleman has been in the information technology industry for more than 30 years, serving as Chief Executive Officer of Gateway, Inc. from 2006 to 2008; as Senior Vice President and President of enterprise computing solutions at Arrow Electronics from 2005 to 2006 and as Chief Executive Officer of CompuCom from 1999 to 2004. He also served as a director of Gateway, Inc. from 2006 to 2007, as chairman of CompuCom from 2001 to 2004 and was a director of CompuCom from 2000 to 2004. Prior to that, he held various leadership and executive positions at Computer Sciences Corporation and IBM Corporation. Mr. Coleman currently serves as a director of Lexmark International, Inc. He has served as a director of Unisys since 2008 and is a member of the Finance Committee.

Under Mr. Coleman's leadership, Unisys has focused its resources and investments, streamlined operations and cut costs, which has resulted in significantly improved profitability and cash flow and in a significant reduction in debt. This, coupled with Mr. Coleman's extensive experience in the information technology business, positions him well to serve as the company's Chairman and Chief Executive Officer.



### Jared L. Cohon

Mr. Cohon, 66, is President Emeritus and University Professor at Carnegie Mellon University, a global research university recognized for its technology, business, and arts programs. During his 16 years as university president from 1997 until June 2013, Cohon led Carnegie Mellon's global expansion while enhancing programs in information technology, diversity, international education, economic development and other areas. Prior to joining Carnegie Mellon, Cohon served as dean of the school of forestry and environmental studies at Yale University. Before that, he was an associate dean of engineering and vice provost for research at Johns Hopkins University. Cohon holds a Ph.D degree from MIT and a B.S. degree from the University of Pennsylvania, each in civil engineering. Mr. Cohon serves as a director of Ingersoll Rand and Lexmark International as well as several non-profit organizations including the Heinz Endowments and the Health Effects Institute. He also served until recently on the Homeland Security Advisory Council, which advises the Secretary of the U.S. Department of Homeland Security. Mr. Cohon has served as a director of Unisys since July 2013 and is member of the Compensation Committee.

Mr. Cohon's distinguished academic career as well as his experience in leading a major university and his international experience, position him to make significant contributions to our Board.

### Alison Davis

Ms. Davis, 52, is the former managing partner of Belvedere Capital Partners, Inc., a private equity firm serving the financial services sector, a position she held from 2003 to December 2010. Prior to joining Belvedere, she served as chief financial officer and head of strategy and corporate development for Barclays Global Investors from 2000 to 2003 and as a senior partner at A.T. Kearney, Inc. from 1993



to 2000. Ms. Davis began her career as a consultant at McKinsey & Company. Ms. Davis is currently a director of the Royal Bank of Scotland Group plc., Diamond Foods, Inc. and several private companies. She also served as a director of First Data Corporation from 2002 to 2007, as a director of LECG Corporation from 2007 to 2011 and as a director of City National Bank from 2010 to July 2011. Ms. Davis has served as a director of Unisys since June 2011 and is a member of the Finance Committee.

With her experience in global financial services and her roles as a senior executive and as a consultant, Ms. Davis brings valuable expertise in corporate strategy and financial management to our Board. In addition, Ms. Davis' years at Belvedere and Barclays, as well as her service as a director of City National Bank and Royal Bank of Scotland, have given her a deep understanding of the financial services market, a market that Unisys serves.

### Nathaniel A. Davis



Mr. Davis, 59, serves as managing director of the RANND Advisory Group, a business consulting group that advises software, technology, media and venture capital firms. From 2007 to 2008 he was president and CEO of XM Satellite Radio, a provider of direct satellite radio broadcasts in the U.S., and from 2006 to 2007, was its president and chief operating officer. He also was a member of the XM Satellite Radio board of directors from 1999 until 2008. From 2000 to 2003, he was president and chief operating officer and a member of the board of directors of XO Communications (formerly Nextlink Communications). XO Communications filed for Chapter 11 bankruptcy in June 2002 and emerged from bankruptcy in January 2003. He has also held senior management roles at Nextel Communications and MCI Communications. He began his career at AT&T. Mr. Davis also serves as a director of K12 Inc. and a trustee of the RLJ Lodging Trust. Mr. Davis served as a director of Charter Communications, Inc. from 2005 to 2008 and as a director of EarthLink, Inc. in 2011. Mr. Davis has served as a director of Unisys since December 2011 and is a member Finance Committee as well as the Nominating and Corporate Governance Committee.

Mr. Davis brings managerial and operational expertise to our Board. This expertise, as well as his extensive experience in the communications industry, brings a valuable perspective to the Board as Unisys continues its work to strengthen its competitive and financial profile in a changing IT industry.

### Henry C. Duques



Mr. Duques, 70, is a retired Chairman and Chief Executive Officer of First Data Corporation, an electronic commerce and payment services company, a position he held from 1992 to 2002 and from 2005 to 2007. Mr. Duques served as a director of First Data Corporation from 1992 to 2004 and from 2005 to 2007, of SunGard Data Systems, Inc. from 2003 to 2005 and of CheckFree Corporation from 2003 to 2005. He has served as a director of Unisys since 1998, was the non-executive Chairman of the Board from 2006 until October 2008 and currently serves as Lead Director. He is a member of the Audit Committee and the Compensation Committee.

Mr. Duques is an experienced business leader with the skills necessary to be our Lead Director. He served as Chairman and CEO of First Data, a public company in an industry in which Unisys participates, for over 10 years. As a director of Unisys for more than 10 years and its non-executive Chairman from 2006 to 2008, he has gained a deep understanding of the Company. His previous experience on the boards of other public companies, some within our industry, further augments his range of knowledge, providing experience on which he can draw while serving as a member of our Board.

### Matthew J. Espe

Mr. Espe, 55, is a director and President and Chief Executive Officer of Armstrong World Industries,



Inc., a worldwide designer and manufacturer of floors, ceilings and cabinets. Prior to joining Armstrong World Industries, Mr. Espe was a director and Chairman and Chief Executive Officer of Ricoh Americas Corporation, a subsidiary of Ricoh Co. Ltd., from April to July 2010 and a director and Chairman and Chief Executive Officer of IKON Office Solutions, Inc. from 2002 until April 2010. IKON was acquired by Ricoh in 2008. Prior to joining IKON, Mr. Espe had been with General Electric Company since 1980, most recently serving as President and Chief Executive Officer of GE Lighting. Mr. Espe served as a director of Graphic Packaging Holding Company from 2009 until July 2010. He has served as a director of Unisys since 2004 and is chairman of the Finance Committee and a member of the Audit Committee.

With his experience as the chief executive officer of Armstrong World Industries, Ricoh Americas and IKON and as a senior executive at General Electric, Mr. Espe brings management experience, leadership capabilities, financial knowledge and business acumen to our Board. At IKON, he oversaw the transition of the company from primarily an equipment provider to one that also provides information technology services, a transition that Unisys has also made. Drawing from that experience, he brings a unique perspective to our Board.



### Denise K. Fletcher

Ms. Fletcher, 65, is a former Executive Vice President, Finance of Vulcan Inc., an investment and project company, a position she held from 2005 to 2008. From 2004 to 2005, she served as Chief Financial Officer of DaVita, Inc., a provider of dialysis services in the United States. From 2000 to 2003, she was Executive Vice President and Chief Financial Officer of MasterCard International, an international payment solutions company. Before joining MasterCard, she served as Chief Financial Officer of Bowne Inc., a global document management and information services provider. Ms. Fletcher is a member of the supervisory board of Mazars Group, an international organization that specializes in audit, accounting, tax, legal and advisory services. During 2004 and 2005 she served as a director of Sempra Energy and of Orbitz, Inc., where she chaired its audit committee. She has served as a director of Unisys since 2001 and is a member of the Audit Committee and the Nominating and Corporate Governance Committee.

As an experienced financial and operational leader with companies in a variety of industries, Ms. Fletcher brings a broad understanding of the strategic priorities of diverse industries, coupled with deep knowledge of financial and tax matters and financial reporting, and experience in investments and acquisitions. In addition, Ms. Fletcher's years at MasterCard and Bowne have given her an understanding of the financial and other aspects of doing business globally, which is particularly important for a company like Unisys, which receives more than half of its revenue from international operations.



### Leslie F. Kenne

Ms. Kenne, 66, is a retired Lieutenant General of the United States Air Force. Prior to retiring from the Air Force in 2003 as Deputy Chief of Staff, Warfighting Integration, Pentagon, she had a 32-year military career including technical training, command experience and responsibility for large aircraft test, evaluation and acquisition programs. She is currently an independent consultant for various defense companies and/or agencies. Ms. Kenne served as a director of EDO Corporation from 2004 to 2007 and is currently a director of Harris Corporation and Oshkosh Corporation. She has served as a director of Unisys since 2006 and is a member of the Nominating and Corporate Governance Committee.

As a retired Air Force Lieutenant General, Ms. Kenne brings a unique perspective to our Board. In addition to her successful record of leadership and military service, she has first hand experience on large government projects and on the government procurement process, experience that is valuable given the Company's public sector business. Through her consultancy work, she also has knowledge of the security market, a market that Unisys serves.

### Lee D. Roberts



Mr. Roberts, 61, is Chief Executive Officer and President of BlueWater Consulting, LLC. Prior to that, he was general manager and vice president for Document, Content and Business Process Management at IBM Corporation. Mr. Roberts was with FileNET Corporation from 1997 until its acquisition by IBM in 2006, serving as its chairman and CEO from 2000 to 2006, its president and CEO from 1998 to 2000 and its president and chief operating officer from 1997 to 1998. Prior to FileNET, Mr. Roberts spent twenty years at IBM, where he held numerous senior management, sales and marketing roles. He is a director of QAD Inc. and several private companies. Mr. Roberts has served as a director of Unisys since May 2011 and is chairman of the Compensation Committee.

Mr. Roberts brings a deep understanding of the IT industry, technology trends and customer requirements to the Unisys Board. In addition, his extensive executive experience in our industry enables him to provide important strategic counsel to the Board.

## Paul E. Weaver



Mr. Weaver, 68, has over 30 years of experience in providing accounting, audit and business advisory advice and services. He was with PricewaterhouseCoopers from 1972 to 2006, serving as the firm's Vice Chairman from 1994 to 1999 and as Chairman of its Global Technology and Infocomm practice from 1999 to 2006. Mr. Weaver is currently a director of AMN Healthcare, Inc. and WellCare Health Plans, Inc. He also served as a director of Gateway, Inc. from 2006 to 2007 and as a director of Idearc Media from 2006 to 2009. Mr. Weaver has served as a director of Unisys since 2010 and is chairman of the Audit Committee and a member of the Compensation Committee.

Mr. Weaver's experience in leadership and governance roles within PricewaterhouseCoopers, his position as head of the firm's global technology practice and his years of experience providing audit and advisory services to a number of the world's largest multinational companies make him particularly suited to be a director of Unisys and a member of the Audit and Compensation Committees. In addition, his service on other boards and committees, including as chairman of the audit committees of AMN Healthcare and WellCare Health Plans, and as a member of the compensation committee of WellCare, gives him valuable knowledge and perspective.

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## Committees & Membership

Each member of the Unisys Board of Directors is independent with the exception of CEO Ed Coleman. The independence of outside directors is reviewed annually by the Nominating & Corporate Governance Committee. Following this review, only those directors who meet the independence qualifications prescribed by the **New York Stock Exchange** and who the Unisys Board of Directors affirmatively determines have no material relationship with the company will be considered independent.

### Committee Membership

Director	Director Since	Audit Committee	Compensation Committee	Finance Committee	Nominating & Corporate Governance Committee
J. Edward Coleman (Chairman of the Board)	2008			Member	
Jared L. Cohon	2013		Member		
Alison Davis	2011		Member	Member	
Nathaniel A. Davis	2011			Member	Member
Henry C. Duques (Lead Director)	1998	Member*			Member
Matthew J. Espe	2004	Member*		Chair	
Denise K. Fletcher	2001	Member*			Chair
Leslie F. Kenne	2006		Member		Member
Lee D. Roberts	2011		Chair	Member	
Paul E. Weaver	2010	Chair*	Member		

\* The Board has determined these members to be audit committee financial experts as defined by the SEC.

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## Audit Committee Charter

(Approved May 2, 2013)

### I. Purpose

The Audit Committee shall assist the Board of Directors in its oversight of (1) the integrity of the Corporation's financial statements and its financial reporting and disclosure practices, (2) the soundness of the Corporation's systems of internal controls regarding financial reporting and accounting compliance, (3) the independence and qualifications of the Corporation's independent registered public accounting firm, (4) the performance of the Corporation's internal audit function and its independent registered public accounting firm, and (5) the Corporation's compliance with legal and regulatory requirements and the soundness of the Corporation's ethical and environmental compliance programs. The Audit Committee is also responsible for preparing the report required by the Securities and Exchange Commission (SEC) to be included in the Corporation's annual proxy statement.

### II. Membership

The Audit Committee shall consist of at least three Directors. The members of the Audit Committee shall meet the independence and expertise requirements of the New York Stock Exchange and the SEC.

No member of the Audit Committee may serve on the audit committee of more than three public companies, including the Corporation, unless the Board (1) determines that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee and (2) discloses this determination in the Corporation's proxy statement.

The Board shall appoint the members of the Audit Committee at least annually, with one of the members appointed as Committee Chair. Audit Committee members may be replaced by the Board.

### III. Responsibilities

In performing its oversight responsibilities, the Audit Committee shall:

#### 1. Financial Statement and Disclosure and Internal Control Matters

- a. Review and discuss the Corporation's quarterly and annual financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Corporation's financial reporting process, including the system of internal controls, with management and the independent registered public accounting firm prior to the filing of the Corporation's quarterly report on Form 10-Q or annual report on Form 10-K, as the case may be. Also discuss with the independent registered public accounting firm the matters required to be discussed by the relevant professional auditing standards.
- b. Keep informed of the progress of management's documentation, testing and evaluation of the Corporation's system of internal control over financial reporting required by the Sarbanes-Oxley Act of 2002 and related regulations, provide oversight to management during the process, and at the conclusion of the process, review a report on the effectiveness of the Corporation's internal control over financial reporting. Keep informed of the status of remediation plans, if any, and management actions with respect to the Corporation's internal control over financial reporting.
- c. Discuss with management the Corporation's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information), as well as the nature of financial information and earnings guidance provided to securities analysts and rating agencies. The Audit Committee's discussion in this regard may be general in nature and need not take place in advance of each instance in which the Corporation may provide financial information or earnings guidance.
- d. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
- e. Review, with management, the internal auditors and the independent registered public accounting firm, major issues regarding

accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies. In this regard, the Audit Committee should review and discuss with management and the independent registered public accounting firm reports and analyses prepared and provided by management and/or the independent registered public accounting firm concerning: (1) all critical accounting policies and practices to be used by the Corporation, (2) significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm, (3) any proposed changes or developments in accounting or financial reporting practices and other significant unusual events and (4) any other material written communications between the independent registered public accounting firm and management.

- f. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation.
- g. Review with the independent registered public accounting firm (1) any audit problems or other difficulties encountered during the course of the audit process, including any restrictions on the scope of the independent registered public accounting firm's activities or access to required information and any significant disagreements with management and (2) management's response to such matters. Also discuss with them the responsibilities, budget and staffing of the Corporation's internal audit function.
- h. Resolve any disagreements between management and the independent registered public accounting firm regarding financial reporting.
- i. Review any disclosures made to the Audit Committee in connection with the Corporation's CEO and CFO certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

## 2. Oversight of the Corporation's Relationship with its Independent Registered Public Accounting Firm

- a. Have sole authority to appoint or replace the Corporation's independent registered public accounting firm (subject if applicable to stockholder ratification), and to approve all fees payable to them. The independent registered public accounting firm shall report directly to the Audit Committee.
- b. Review with the independent registered public accounting firm the scope, nature and extent of the audit process.
- c. Approve, in advance, all audit services, and all non-audit services provided by the Corporation's independent registered public accounting firm that are not specifically prohibited under the Sarbanes-Oxley Act, in order to determine that the services do not impair the firm's independence from the Corporation. In fulfilling this responsibility, the Audit Committee shall adopt and may amend pre-approval policies with respect to such services and shall review such policies annually.
- d. Review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm. In conducting its review and evaluation, the Committee should:

1) Obtain and review a report by the Corporation's independent registered public accounting firm describing: (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent registered public accounting firm and the Corporation;

2) Review and evaluate the lead audit partner;

3) Assure the rotation of the lead audit partner and the other partners assigned to the engagement as required by applicable law and regulations;

4) Discuss with the independent registered public accounting firm any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm;

5) Consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself;

6) Take into account the opinions of management and the Corporation's internal auditors;

7) Present its conclusions with respect to the independent registered public accounting firm to the Board and, if necessary, recommend that the Board take appropriate action to satisfy itself of the qualifications, performance and independence of the independent registered public accounting firm; and

8) Set clear hiring policies for employees or former employees of the independent registered public accounting firm. At a minimum, these policies should provide that any registered public accounting firm may not provide audit services to the Corporation if the CEO, controller, CFO, chief accounting officer or any person serving in an equivalent capacity for the Corporation was employed by such accounting firm

and participated in the audit of the Corporation within one year of the initiation of the current audit.

### 3. Oversight of the Corporation's Internal Audit Function

- a. Review and approve the appointment and dismissal of the Corporation's chief audit executive. The chief audit executive shall report directly to the Audit Committee, with a secondary reporting relationship to the chief financial officer for administrative purposes.
- b. Review the performance of the chief audit executive and review and approve his/her compensation.
- c. Review the scope and effectiveness of the Corporation's internal audit function including responsibilities, budget and staffing.
- d. Review, with the chief audit executive, the proposed audit plan, including explanations for deviations from the original plan and any difficulties encountered in the course of the internal audit function's work, any restrictions on the scope of work and access to required information.

### 4. Compliance Oversight

- a. Review, with the Corporation's general counsel, any legal matter that could have a significant impact on the Corporation's financial statements.
- b. Annually review the Corporation's compliance program for its Code of Ethics and Business Conduct and the results of internal audit's review of the expense accounts of the Corporation's elected officers.
- c. Annually review the status of the Corporation's environmental compliance program.
- d. Establish procedures for (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

## IV. Meetings; Operational Matters and Reports

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate.

The Audit Committee is to meet periodically in separate executive sessions with each of management, the Corporation's independent registered public accounting firm and its chief audit executive, and shall have other direct and independent interaction with them from time to time as the members of the Audit Committee deem appropriate.

The Audit Committee may delegate authority to one or more members when appropriate, and such member(s) shall present the decisions they make to the full Audit Committee at its next scheduled meeting.

In connection with its duties and responsibilities, the Audit Committee shall have the authority to retain outside legal, accounting or other advisors, including the authority to approve the fees payable by the Corporation to such advisors and other retention terms. The Corporation shall provide the funding for the payment of such fees.

The Audit Committee shall annually review its performance. In addition, the Audit Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.

The Audit Committee shall report regularly to the Board, including with respect to any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent registered public accounting firm or the performance of the internal audit function.

## V. Limitation of Audit Committee's Role

The Audit Committee's role is one of oversight. Management is responsible for preparing the Corporation's financial statements and implementing internal controls over financial reporting, and the independent registered public accounting firm are responsible for auditing those financial statements and monitoring the effectiveness of the internal controls over financial reporting. Management is responsible for the fair presentation of the information set forth in the financial statements in conformity with GAAP and for management's assertions on internal controls over financial reporting. The independent registered public accounting firm's responsibility is to provide their opinion, based on their audits, that the financial statements fairly present, in all material respects, the financial position, results of operations and cash flows of the Corporation in conformity with GAAP and to provide their attestation on internal controls over financial reporting. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in conformity with GAAP. Further, it is not the duty of the Audit Committee to assure compliance with applicable laws and regulations, the Corporation's Code of Ethics and Business Conduct or its environmental compliance program.





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# Compensation Committee Charter

(Approved May 2, 2013)

## I. Purpose

The Compensation Committee is appointed by the Board to (1) oversee the compensation of the Corporation's executives and (2) oversee the compensation-related policies and programs involving the Corporation's executive management and the level of benefits of officers and key employees.

## II. Membership

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange. At least two members of the Committee also shall qualify as "outside directors" within the meaning of Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed and replaced by the Board.

## III. Responsibilities

Among its duties, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the performance of the CEO in light of those goals and objectives. Based on this evaluation, make recommendations to the members of the Board who meet the independence requirements of the New York Stock Exchange concerning the compensation level of the CEO and, together with the other independent directors, determine and approve the CEO's compensation level. Regarding the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Corporation's performance, the value of similar incentive awards to CEOs at comparable companies, the awards to the CEO in past years and relative stockholder return.
2. Annually review and approve the compensation of the other executive officers.
3. Annually review and approve a peer group of companies to be used for marketplace trend analysis and to assess the competitiveness of the Corporation's total compensation opportunities for both executives and members of the Board.
4. Review and make recommendations to the Board with respect to life insurance plans, stock purchase plans, stock option plans, long-term incentive plans, senior executive variable compensation plans and other equity-based and/or executive incentive compensation programs and otherwise act in accordance with the duties and responsibilities assigned to the Committee under such plans and programs.
5. Review and approve the adoption and amendment of senior executive compensation programs including post-employment executive programs, except as otherwise expressly reserved to the Board.
6. Review and approve changes to the Corporation's pension, welfare and employee benefit plans as delegated by the Board from time to time.
7. Review and recommend to the Board the adoption of director compensation programs.
8. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement with management (and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included), and produce the annual Compensation Committee Report for inclusion in the Corporation's proxy statement.
9. Annually review management's assessment of risk as it relates to the Corporation's compensation arrangements.
10. Oversee the Corporation's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under New York Stock Exchange rules that, with limited exceptions, stockholders approve equity compensation plans.
11. Perform all other duties and responsibilities that may be delegated by the Board from time to time.

## IV. Operational Matters; Reports

The Committee may form and delegate authority to subcommittees when appropriate.

In connection with its duties and responsibilities, the Committee shall have sole authority to retain and terminate any compensation, benefits or other outside advisor to provide independent advice to the Committee, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee shall have sole authority to approve the advisor's fees and other retention terms. The Corporation shall provide the funding for the payment of such fees.

The Committee shall annually review its performance. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.

The Committee shall make regular reports to the Board.

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# Finance Committee Charter

(Approved May 2, 2013)

## I. Purpose

The Finance Committee is appointed by the Board to review the Corporation's financial affairs and make such recommendations to the Board of Directors pertaining thereto as the Committee may consider in the best interests of the Corporation.

## II. Responsibilities

Among its duties, the Committee shall:

1. Review the Corporation's capital structure, financial arrangements, capital spending and acquisition and disposition plans.
2. Review the current and anticipated financial requirements related to the Corporation's annual and long-range plans.
3. Consider, and make recommendations to the Board of Directors with respect to, the dividend policy of the Corporation.
4. Review the annual budget for corporate charitable contributions if the amount of contributions for such year is expected to exceed \$1,000,000 in the aggregate.
5. Exercise all of the powers and responsibilities of the Board of Directors with respect to the prudent management and investment of funds of all of the pension, savings and welfare plans sponsored by the Corporation or any of its subsidiaries except with respect to those matters which by the terms of such plans or their related trusts have been reserved to the Board of Directors.

## III. Operational Matters; Reports

The Committee shall have the power to delegate any and all of the powers and responsibilities set forth in item 5 above to the Pension Investment Review Committee, except for the following:

- Review and approve investment program policy;
- Review and approve funding program policy;
- Review the performance of the plan investment programs;
- Determine the size and membership of the Pension Investment Review Committee;
- Provide periodic reports to the Board of Directors including an annual report on the status of the investment programs; and
- Review the performance of the Pension Investment Review Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall annually review its performance. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.

The Committee shall make periodic reports to the Board.

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# Nominating & Corporate Governance Committee Charter

(Approved May 2, 2013)

## I. Purpose

The Nominating and Corporate Governance Committee is appointed by the Board to (i) identify individuals qualified to become members of the Board of Directors and to recommend to the Board the director nominees for the next annual meeting of stockholders and (ii) develop, recommend to the Board and oversee the Corporate Governance Guidelines applicable to the Corporation.

## II. Membership

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board.

## III. Responsibilities

Among its duties, the Committee shall:

- Determine the appropriate skills and characteristics required of new Board members in the context of the current make-up of the Board. The Committee shall take into account all factors it considers appropriate, which may include independence, experience, expertise, strength of character, mature judgment, leadership ability, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board.
- Seek to identify qualified candidates for Board membership. In that connection, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
- Review recommendations for Board membership received from stockholders and other qualified sources.
- Recommend to the Board candidates for nomination to the Board of Directors.
- Review the appropriateness of a director's continued service on the Board when that director changes job responsibilities.
- Review, in consultation with the Chairman and the Chief Executive Officer, the continuation of each director being considered for re-election.
- Review and recommend assignments of Board members to the various committees of the Board.
- Monitor the implementation of the Corporate Governance Guidelines of the Corporation.
- On an annual basis, or more frequently if appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation in light of corporate governance developments. Recommend any proposed changes to the Board for approval.
- Oversee the evaluation of the Board, including (a) reviewing annually with the Board the independence of outside directors and (b) annually facilitating the Board's self- assessment of its performance.

## IV. Operational Matters; Reports

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall annually review its performance. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.

The Committee shall make periodic reports to the Board.





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## Board Correspondence

To send correspondence, write to the Chairman or the specific Board Committee:

c/o Corporate Secretary  
Unisys Corporation  
801 Lakeview Drive STE 100  
Blue Bell, Pennsylvania 19422

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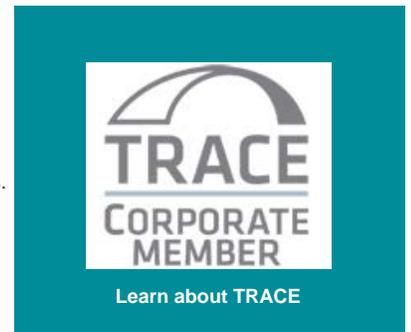
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## Unisys Ethics Program

At Unisys our reputation is critical to our business relationships and is a vital asset we are committed to protecting, preserving and enhancing. We operate according to the following ethical standards:

- **Integrity** - We are honest in all our dealings and stand for what is right.
- **Respect** - We show respect for one another by treating everyone with dignity and fairness.
- **Accountability** - We are accountable for our actions and honor our commitments.
- **Responsibility** - We conduct our business as responsible citizens in accordance with applicable laws and regulations in each country where we operate.



### About Our Ethics Program

The Unisys Corporate Ethics Program, which has been in place since 1987, is designed to promote employee awareness of our commitment to conduct business in compliance with the highest ethical standards, adhering to our **Code of Ethics and Business Conduct** and pertinent laws and regulations.

All Unisys employees worldwide are required to participate in the annual ethics awareness training program so that they understand the importance Unisys places on doing business ethically and the resources that are available to them. The annual three-step program includes participating in an ethics training program, reviewing the Unisys Code of Ethics and Business Conduct and Anti-Bribery policy, and completing the Ethics Training & Compliance Certification Form.

In addition, the Unisys Ethics Office maintains an Ethics Helpline (215-986-7765) for employees to obtain guidance on potential ethics issues or to report any ethics violations. The Ethics Office maintains strict confidentiality in handling employee contacts.

#### Components of the Ethics Program include:

- **Unisys Code of Ethics and Business Conduct (PDF)**
- Ethics Committee comprised of members of senior management
- Annual Ethics Awareness Training for all employees
- Ethics Help Line (215-986-7765)
- Corporate Ethics Policies & Procedures
- Review of political and government marketing consultants

### Unisys Code of Ethics and Business Conduct



[Download PDF](#)

The Unisys Code of Ethics and Business Conduct is the foundation of our ethics program and is provided to assist employees in understanding what is expected of them as they carry out their responsibilities at Unisys. Unisys expects that our partners, suppliers, consultants and contractors will be guided by this Code as well.



## Introduction

As a Unisys employee or director, you are expected to always act in accordance with our Code of Ethics and Business Conduct. Four key principles form the basis for our Code:

- Integrity** We are honest in all our dealings and stand for what is right.
- Respect** We show respect for one another by treating everyone with dignity and fairness.
- Accountability** We are accountable for our actions and honor our commitments.
- Responsibility** We conduct our business as responsible citizens in accordance with applicable laws and regulations in each country where we operate.

While the Code does not cover every situation you may encounter, it provides general guidance. If you have questions about how to handle a work situation, refer to the Code and, most importantly, seek guidance from the Corporate Ethics Office or the Office of the General Counsel.

As a Unisys employee you have the obligation and responsibility to report any suspected, potential or actual violation of the Code to your manager, the Corporate Ethics Office or the Office of General Counsel. As a manager, if you receive such a report, you must immediately notify the Corporate Ethics Office or the Office of the General Counsel. The Corporate Ethics Office, working with the Office of the General Counsel, has the responsibility to review and investigate every ethics matter.

If in doubt, contact the Corporate Ethics Office.

## The Code applies to everyone.

The Code applies to all Unisys employees worldwide, including employees of Unisys subsidiaries, as well as members of the Unisys Board of Directors.

The Code also applies to third parties representing Unisys, including consultants, agents, sales representatives and lobbyists. Employees working with these third parties must provide them with a copy of the Code and obtain their agreement to comply with it.

Any request for a possible waiver of any provision of the Code for an employee must be submitted to the Unisys Corporate Ethics Office for approval. Any request for a possible waiver for a corporate officer or director should be submitted to the Unisys General Counsel for consideration by the Audit Committee of the Unisys Board of Directors. Any waivers for corporate officers or directors will be disclosed to the extent required by law or regulation.

## Comply with applicable laws, rules, regulations and Unisys policies.

Unisys is a global company strongly committed to conducting our business in full compliance with the law. You are expected to comply with all applicable laws, rules and regulations in every country, state or locality in the world where we do business. No Unisys employee or director shall commit an act in violation of applicable laws or the Unisys Code of Ethics and Business Conduct, or directly or indirectly instruct, encourage or facilitate others to do so, for any reason.

The laws governing our business have grown in number and complexity. It is not practical to think that every employee will be fully versed in every law affecting his or her work responsibilities. However, you are expected to have a working knowledge of permissible activities in your area of work and to be familiar with the laws pertinent to your activities. You should be aware of laws in the areas of antitrust and competition, export controls, anti-bribery, financial reporting, insider trading, trade secrets, environment, health and safety matters, privacy and data protection, confidentiality and workplace practices. If you have any questions as to what laws or regulations apply to a particular situation or need an interpretation of a specific legal or regulatory requirement, contact the Corporate Ethics Office or the Office of the General Counsel.

In addition to complying with the Code and applicable laws and regulations, you also are responsible for complying with Unisys policies and procedures. Unisys policies and procedures are available on the Unisys internal website. If you have any questions about Unisys policies and procedures, contact your manager, the Corporate Ethics Office, or the Office of the General Counsel.

## Avoid conflicts of interest.

A conflict of interest occurs when you have a personal interest that conflicts with the best interests of Unisys. Employees and directors must avoid relationships, arrangements, investments or situations in which loyalties are divided between Unisys interests and personal interests. It is important to avoid even the appearance of a conflict of interest.

Employees must review with their manager and the Corporate Ethics Office any situation that may involve a conflict of interest. Directors should raise possible conflicts of interest with the Chief Executive Officer or the General Counsel.

Set out below are particularly sensitive areas that require careful review. Further information about conflicts of interest can be found in Ethics policy ETH 11.0.

### **Outside employment.**

Employees are expected to devote their full efforts to performing their jobs at Unisys. Avoid obligations that interfere with your ability to perform your job effectively, including any obligations that reduce the alertness or efficiency normally expected of employees. Additionally, avoid any outside employment or obligation that conflicts, or even appears to conflict, with your obligations and responsibilities to Unisys.

An employee's manager and the Corporate Ethics Office must approve all outside employment and involvement in outside obligations that raise any possible conflicts of interest.

## Consider the following:

**You are considering starting an outside computer repair business offering services similar to those you provide through your Unisys position. Is this permissible?**

This arrangement could present a conflict of interest if it interferes with your ability to perform your job at Unisys effectively and objectively or takes time away from your job at Unisys. It could also be a problem if you are competing against Unisys for the same business, or your customers might think that you are representing Unisys when in fact you are representing your own business. You must get the approval of your manager and the Corporate Ethics Office before starting this outside business.

**You are home-based and work as a help-desk technician that requires you to be on-call during the day for customer contacts. You are considering taking a second full-time position that would also allow you to work from home. As long as you can handle both positions is it acceptable to hold two full-time jobs simultaneously?**

No, this is not acceptable. Full-time Unisys employees are expected to devote their time and efforts during their Unisys work schedule to their Unisys position only and are being paid to do so. You may not accept a second position of any type that requires you to work during the same period as your Unisys position.

### **Outside directorships.**

Employees who are interested in serving as a director of an outside company must obtain approval in accordance with Ethics policy ETH 11.0, which details the procedures to secure the required approvals.

Unisys outside directors who serve, or are interested in serving, on the Board of Directors of another company should consult with the Chief Executive Officer or the General Counsel.

### **Family and personal relationships.**

A conflict of interest may arise if a family member of a Unisys employee or director does business with or is employed by competitors, customers or suppliers of Unisys. Avoid conducting Unisys business with family members.

The employment by Unisys of family members, relatives or others with whom you have a personal relationship may raise questions as to the integrity and objectivity of work relationships. Further, while Unisys does not prohibit the employment of relatives or those in a close personal relationship, we do not allow employees to be involved in the hiring or supervision of family members or close personal friends.

In these situations, you must disclose the relationship to and obtain approval from your manager and the Corporate Ethics Office.

## Consider the following:

### **Your cousin is employed by a Unisys supplier and your position involves directing business to suppliers and other third parties. Does this represent a conflict of interest?**

As a general matter, it would be inappropriate for you to be in a position to decide to award business to a company where a family member or relative works. A conflict could arise if you were influenced in your decision to award the work by the fact that your cousin is employed by the supplier. This should be disclosed to your manager and the Corporate Ethics Office. Depending on the circumstances, such as the size of the supplier and the cousin's position, it may be necessary for you to be removed from procurement decisions involving that particular supplier, or to have any decision awarding business to that supplier reviewed by another manager.

### **Personal investments.**

Depending upon the facts and circumstances, ownership by employees or directors of stock in a competitor, customer or supplier of Unisys can create a conflict of interest. Ownership by employees of one percent or more of the stock of a competitor, customer or supplier should be reviewed with the Corporate Ethics Office. A director must remove himself or herself from any Board activity that directly affects the relationship between Unisys and any supplier, customer or competitor in which the director has a financial interest.

Ownership by employees or directors of less than one percent of the securities of a company that is a competitor, customer or supplier of Unisys is not considered a conflict of interest under this provision.

### **Personal loans.**

The Company is prohibited from, directly or indirectly, extending or maintaining credit (or arranging for an extension of credit) in the form of a personal loan to or for any corporate officer or director. The Chief Executive Officer must approve any loan for any other employee.

### **Using corporate opportunities for personal gain.**

Employees and directors may not personally (1) take for themselves opportunities that are discovered through the use of corporate property, information or position; (2) use corporate property, information or position for personal gain; or (3) compete with the Company.

### **Insider trading.**

Insider trading laws prohibit trading in securities of a company by a person who is aware of material nonpublic information about the company. These laws also prohibit disclosure of material nonpublic information to others who then trade, commonly called tipping.

Unisys has established Insider Trading Policy, LEG 3.1, to promote compliance with insider trading laws by Unisys and our employees, officers and directors. The policy limits the ability of our employees, officers and directors (and family members sharing their households) to trade in Unisys securities, including certain Unisys Savings Plan transactions involving the Unisys common stock fund, and in some circumstances, the securities of other companies. It also prohibits tipping.

Refer to the Insider Trading Policy, LEG 3.1, for more specific guidance on insider trading or contact the Corporate Ethics Office or the Office of the General Counsel.

## Consider the following:

**You are assigned to a customer site and have become personal friends with the Information Technology manager. She confides in you that her company is in merger discussions with Company X and suggests that you buy some Company X stock before the news is made public.**

You may not purchase the stock in Company X until the news is public. Insider trading laws prohibit you from trading in Unisys stock or in the securities of our customers, partners or suppliers when you have information about these companies that could be viewed as significant to an investor and is not yet in the public domain.

## Maintain accurate books and records.

All Unisys payments and other transactions must be properly authorized by management and be timely and accurately recorded on Unisys books and records in accordance with generally accepted accounting principles and established corporate accounting policies. You also must comply with the applicable accounting requirements of each country in which Unisys operates. Our financial representations to the external markets are based on our books and records and it is critical that they be accurate.

All payments and other transactions must be processed in a timely fashion and through established Company accounting systems. These systems incorporate internal controls that safeguard our assets and protect us from fraud. The Unisys internal control policies and procedures are described in more detail in the Unisys Financial Manual (UFM).

Information must always be disclosed and reported in an accurate, timely and honest manner. This includes invoices, sales records, travel expense reports, time records and all public reports and filings. False, incomplete or misleading entries or records must not be created under any circumstances. All transactions must be supported by complete and accurate documentation.

Internal time records must accurately reflect all hours worked and time must be charged to the proper code (administrative code or project code.) In no cases should time be applied to different projects or codes other than those for which the time was actually spent. In addition, it is not acceptable to record only part of the time worked on a project. Time records must be accurate in all respects.

No undisclosed or unrecorded corporate funds should be set aside or designated for any purpose, nor should Unisys funds be placed in any personal or non-corporate account.

If you have a complaint or concern regarding accounting, internal accounting controls or auditing matters, promptly contact the Corporate Ethics Office or the Office of the General Counsel.

**Consider the following:**

**You believe that a Unisys sales invoice being sent to a customer overstates the services performed and is not accurate. You raise this with the responsible manager and Finance Director, who advise you to pay no attention to the matter. How should you handle the situation?**

This is a serious matter that must immediately be reported to the Corporate Ethics Office or the Office of the General Counsel. Company records must always be completed accurately and truthfully. Failure to do so can have serious consequences to the Company and to the individuals involved.

**A business unit already has made its numbers for the year and will be receiving additional revenue before year end. Management would like to hold back the additional revenue and report it in the first quarter next year. Is that permissible?**

No. All revenue must be recorded in the period it is actually realized.

**It is the last day of the quarter, Friday, September 30, and you have reached agreement with the customer on all essential terms but are waiting for final confirmation of a few minor provisions. On Saturday, October 1, you receive confirmation of the additional provisions and both parties sign the agreement but agree to date their signatures with the date of September 30. Is this OK?**

No, even though only minor issues remained open, you did not sign the agreement until October 1 and you must represent the date of your signature to be the true date.

**A customer asks you to delay invoicing for goods already delivered so he can postpone payment until the following quarter. What should you do?**

The request is improper and you should tell the customer that Unisys will invoice them in the normal course, in accordance with our established policies and procedures.

**You work full time on a project but your manager tells you to only charge 30 hours to the project and 10 hours to an administrative account that is not connected to the project. Is this acceptable?**

No. You must accurately charge all of the hours you work to the proper project codes at all times. Doing otherwise creates a false record and is a violation of Unisys internal controls. Each employee is responsible for his or her time record and must always report their time accurately and honestly.

## Deal honestly and fairly with others.

Employees and directors must deal honestly and fairly with our customers, partners, suppliers and competitors as well as with each other.

### **Meals, gifts, entertainment and other business courtesies.**

#### **Providing gifts, entertainment or other business courtesies.**

While exchanging business courtesies for the purpose of creating good will and promoting sound business relationships is a common and accepted practice, it is important that it be done in a careful and measured way. It is Unisys policy to permit the giving of reasonable and customary business courtesies to current and prospective Unisys customers in accordance with applicable laws and regulations, the Unisys Code of Ethics and Business Conduct and ethics policy ETH 6.0, which is a separate Unisys policy covering business courtesies.

Business courtesies must never be given for the purpose of obtaining an improper business advantage or to influence the customer inappropriately. Providing excessive and non-customary business courtesies could be viewed as improper and even illegal and should not be done. Careful attention should be given to the frequency of business courtesies given to the same individual to avoid the appearance of impropriety.

If you are considering providing a business courtesy, you must first consult ethics policy ETH 6.0 to be sure the proposed business courtesy is allowed. Specific guidance by country, including monetary ranges for gifts, meals and entertainment, and other country specific information is provided in Schedule A to ETH 6.0 and posted at the Unisys Ethics website.

Any questions regarding the policy or the applicability of the country guidance should be directed to the Office of the General Counsel or the Corporate Ethics Office.

**Consider the following:**

**A public sector customer is visiting a Unisys facility for a product demonstration. Can you provide lunch?**

The rules differ among the various public sector customers and by country around the world. In many instances, it would be permissible to provide lunch for the public sector customer as long as the cost of the lunch was reasonable and customary and not excessive. You should confirm the customer is permitted to accept lunch under their internal guidelines and review the country level guidance found in ethics policy ETH 6.0 to ensure the cost of the lunch is within reasonable and customary guidance for the country and otherwise permitted. If it is not permitted under the country guidance, approval from the Office of the General Counsel or the Corporate Ethics Office must be received before offering the lunch invitation.

**Unisys is planning a large marketing event for our major clients and you are asked to nominate customers you would like to be invited to this event. You recommend that two commercial customers and one public sector customer be invited. Unisys would be paying for travel and lodging.**

The decision on whether to invite the customers (both the public sector and the commercial customers) depends on the value of the invitation being offered and whether the customer's internal guidelines allow the customer to accept the invitation. Under ETH 6.0, travel and lodging for any customers must be approved in advance by the Office of the General Counsel and business unit head. If the value of the invitation is reasonable and customary and there are no internal restrictions on the customer, it is likely that approval would be given.

**In your country it is common and considered appropriate to offer gifts to customers during the holiday season. You would like to send gifts to your public sector and commercial customers. Is there any problem with this?**

As long as the value of the gifts are reasonable and customary, do not exceed the values provided for in the country guidance that are a part of ethics policy ETH 6.0, are not prohibited by the customer internal guidelines and the gifts are not intended to improperly influence any business decisions, you may go ahead and send the gifts with your management's approval. If the gifts do not meet the standards in the country guidance you should review it with the Office of the General Counsel or the Corporate Ethics Office before sending the gifts.

## Accepting gifts, entertainment or other business courtesies.

You may accept gifts of nominal value only, and may only accept business courtesies that are reasonable in amount, appropriate, infrequent and in accordance with customary and accepted business practices. Gifts, entertainment or other business courtesies should relate to the business interests of the Company. Employees should not accept reimbursement for lodging or travel expenses, except for limited local travel, without the approval of your business unit head and the Office of the General Counsel or the Corporate Ethics Office.

Do not accept any gifts, entertainment or other business courtesies that may be perceived as influencing your judgment.

You may never accept any gift of cash or cash equivalents such as gift cards or securities.

If you receive a gift that you may not accept under the provisions of the Code, you should immediately inform management. You should return the gift with an explanation that the Unisys Code prohibits your acceptance of the gift. Where local custom outside the United States would make refusal of the gift awkward or insulting, you may accept the gift on behalf of the Company, if lawful. Such gifts should be turned over to the Corporate Ethics Office for appropriate disposition, such as Unisys internal use, general employee benefit or donation to charity.

### Consider the following:

**You and your spouse are invited to attend a customer appreciation event at a resort with all expenses paid for by the supplier. Can you and your spouse attend?**

You should not attend if the event is designed for recreational and personal benefit and does not have a genuine business purpose. If there is a real and significant business purpose and the value of the invitation is reasonable, you should obtain the approval of your manager and the Office of the General Counsel. In most instances, the costs of your spouse would be at your own personal expense.

**We are in the middle of an open procurement and considering several proposals from various suppliers. You are on the team that will decide which proposal is selected. One of the suppliers bidding on the work invites you to play golf. Can you accept the invitation?**

In this case, you should not accept the invitation given the pending open procurement and your role as a decision maker with that procurement. The invitation could be an attempt by the supplier to influence your judgment in the supplier's favor. While playing golf with a supplier might be a customary business practice and may be acceptable in some cases, in this example, accepting the invitation could create the perception of a conflict of interest and should be avoided.

## Bribery is prohibited.

Unisys expects employees, agents and directors to use only lawful and ethical practices in obtaining business opportunities, selling its products and services, and representing the Company.

Unisys strictly prohibits bribes, kickbacks, payoffs or any other form of improper payments. We must comply with all anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act, and other anti-bribery laws in the jurisdictions in which we operate.

In accordance with anti-bribery laws, you must not directly or indirectly give, offer or promise an improper payment to others for the purpose of obtaining an improper business advantage or to influence any person inappropriately. Improper payments can include, among other things, providing excessive or frequent business courtesies (such as meals, entertainment and gifts), making charitable donations, paying travel expenses or making facilitating payments. You are prohibited from making improper payments to both public sector and commercial sector customers and prospective customers as well as to public officials. This prohibition also applies to third parties who are retained to represent Unisys. In addition, all payments and other transactions must be properly authorized and accurately recorded and made in accordance with Unisys internal controls.

Unisys has a separate Anti-Bribery policy, ETH 2.0 that all employees should review and be familiar with. Contact the Office of the General Counsel with any questions concerning the Anti-Bribery policy.

### Consider the following:

**To help win a major foreign government contract, Company Z is considering offering the government procurement official an all-expenses-paid vacation trip. To avoid the appearance of impropriety, Company Z plans to use a government marketing consultant to serve as the intermediary between Company Z and the government official in offering the vacation trip.**

This is prohibited. Company Z would be offering something of value (all-expenses-paid vacation) to a government official (government procurement official) for a business advantage (to ensure a successful bid). The fact that Company Z uses a consultant does not relieve it of responsibility or liability. Anti-bribery laws prohibit Company Z from using a third party to facilitate making a payment or gift to a government official.

**Company X is pursuing a large contract with an insurance company. Two other companies are competing for the contract. The CIO tells the Company X sales person that he is leaning towards awarding the contract to Company X, but wants Company X to give Company B a contract for \$100,000 in services. The CIO tells the sales person that his brother owns Company B and this is a way for Company X to show its loyalty to him.**

This is improper. The CIO is soliciting a contract for his brother’s company in exchange for awarding Company X the contract. Even though the thing of value is not given directly to the CIO, it appears that this would be an indirect benefit for the CIO and he is soliciting this as something of value in exchange for awarding Company X the contract.

Marketing consultants, lobbyists and other third parties.

Before retaining lobbyists, consultants and other third parties to assist in marketing our products and services to government customers, we must take special steps to ensure that these third parties adhere to the various laws and regulations that apply in this area. We should consider only reputable and qualified agents or firms. We must ensure that we know what work they will be doing on our behalf and that the compensation to be paid is reasonable for the services provided. Consultants will be required to abide by the standards of the Unisys Code of Ethics and Business Conduct and must never be retained to circumvent our ethical standards.

Ethics policy ETH 3.0 governs the retention and renewal of government marketing consultants and lobbyists. This policy must be complied with before retaining any government marketing consultant or lobbyist.

### **Hiring of government employees.**

In some countries, local laws, regulations, or governmental policies may restrict the recruitment and employment of current and former government employees, both military and civilian, by private industry. Various rules and requirements limit both pre-hiring and post-hiring activities. Usually these restrictions apply to government employees who are hired for senior level positions in private industry and who will have left their governmental positions within the last one or two years. If you are considering hiring a person currently or recently employed in a governmental position, you must first consult with your Human Resources representative to be certain all applicable regulations are understood and complied with. Cases where hiring may be restricted must be reviewed by the Office of the General Counsel or the Corporate Ethics Office to ensure that all applicable laws and regulations are being followed. Any questions should be directed to the Office of the General Counsel or the Corporate Ethics Office before taking any action.

### **Charging of costs/timecard reporting.**

Employees working with government or public sector customers must use special care to ensure that hours worked and costs incurred are accurately recorded and applied to the contract or project for which they were incurred. No cost may be billed to a contract with any government or governmental entity if the cost is not allowed by law or the terms of the contract. A separate policy on timekeeping that all Unisys Federal Systems employees must comply with can be found at UFS.FIN.201.01.

### **Respect your workplace.**

#### **Diversity and workplace practices.**

We at Unisys are committed to creating a business environment where diversity is respected, sought and valued. We want to create an inclusive environment where different perspectives are welcomed and the individuality of all employees is respected. For more information, refer to the Company's Human Resources policies.

Harassment or discrimination of any kind related to race, color, religion, gender, age, national origin, citizenship, disability, sexual orientation and veteran or marital status is unacceptable and will not be tolerated. In addition, laws in various countries, states and localities expressly forbid this discrimination.

#### **Environmental, health and safety guidelines.**

Unisys is committed to providing a safe and healthy workplace. It is Unisys policy to comply with all applicable environmental, health and safety laws and regulations. Each employee is responsible for observing posted warnings and regulations and for reporting any accident or injury sustained on the job to management. Specific environmental, health and safety issues are addressed in the Company's Environmental, Safety & Health policies.

## Use Company resources properly.

All Unisys employees and directors must protect and ensure the proper use of Company assets. You should exercise care and not be wasteful with Company assets or resources.

### **E-mail, voice mail, instant messaging and the internet.**

Unisys provides telephone, E-mail, voice mail and instant messaging systems, as well as Internet access, for Company business-related purposes. From time to time employees may use these systems for personal communications but these should be brief and kept to a minimum.

Company-provided access to these resources is to be used as a tool to accomplish business tasks. For example, employees may not use these systems:

- for any illegal activities;
- to view or communicate obscene, hateful, discriminatory or harassing material;
- for an outside business;
- for gambling;
- for uploading or downloading software in violation of its copyright and uploading or downloading software that is subject to export controls; or
- for non-business related streaming media such as Internet radio, portable music files, or sports video.

All electronic communications transmitted and/or stored via E-mail, voice mail, instant messaging systems and information of any kind stored on Unisys equipment are considered Unisys property. Unisys has the right to audit or monitor these systems. Users should not have any expectation of personal privacy for messages or information using Company telephone, E-mail, voice mail, Internet or other systems. For more information on this subject, see Information Technology Worldwide policies BETT 2-2, 2-3 and 2-4.

### Consider the following:

**From time to time you use your Company-provided Internet and E-mail access for personal use, like communicating with family members, checking on your investment portfolio and shopping on-line. Is this acceptable?**

E-mail, voice mail, instant messaging and Internet access are provided by the Company to facilitate the performance of Company work and are intended for business related purposes. We recognize that employees may occasionally use these systems for personal reasons. The key, however, is that this must be done only on an occasional and limited basis. Regular and extended use of these systems for personal reasons is not acceptable.

### **Political contributions and activity.**

Company funds, products, services, or other Company resources may not be contributed directly or indirectly to any elected officials, political candidates or parties at the U.S. federal level. Unisys has established a Political Action Committee (PAC) in the United States called the Unisys Employees Political Action Committee. The Unisys PAC accepts employee contributions in order to make political contributions to U.S. federal candidates supportive of the interests of Unisys employees. All contributions to the PAC are voluntary, and employees may choose not to contribute without fear of reprisal.

Outside the United States, and within the United States at the state and local level, corporate resources may in certain circumstances be contributed to elected officials, political candidates or parties to the extent permitted by law. Unisys support of any activity under the sponsorship of a political party, an elected official, an announced candidate for elected office, or any group of such entities must be approved in accordance with the delegation of authority, Unisys Financial Manual policy UFM 2.1, and Ethics policy ETH 7.0. For further information, consult Ethics policy ETH 7.0 or contact the Corporate Ethics Office or the Office of the General Counsel.

Unisys encourages employees to participate in an individual capacity in the political process outside of the workplace. Personal contributions must never be represented as coming from Unisys or as reflecting Unisys sponsorship. Employees and directors may not seek reimbursement from Unisys for any personal political contribution.

### **Support of non-profit organizations and other activities.**

Unisys support of any (1) non-profit organization or event that benefits a non-profit organization or (2) sports or other event must be approved in accordance with the Unisys Delegation of Authority, Unisys Financial Manual policy UFM 2.1 and Communications policies COM 2.1 and 2.3. For further information, consult Communications policies COM 2.1 and 2.3 or contact the Corporate Ethics Office or the Office of the General Counsel.

## **Protect confidential information and properly maintain Unisys records.**

### **Unisys confidential information.**

Unisys confidential business information is Company property. Employees and directors should take appropriate steps to ensure that any Company confidential information is safeguarded against external disclosure as well as from unauthorized disclosure within Unisys. This requirement applies to information stored on personal computers, servers or workstations, as well as information in employees' offices. Confidential information includes business, financial or marketing plans, customer lists, proposal or pricing information, employee personnel information, technical designs, pending or potential acquisitions or divestitures, business methods, manufacturing processes and internal discussions. Consult with the Corporate Ethics Office or the Office of the General Counsel if you are unsure whether information is confidential and must be protected.

If business needs dictate releasing or sharing sensitive information, appropriate protection should be obtained. You should consult with the Corporate Ethics Office or the Office of the General Counsel to assist you in protecting the confidentiality of the information. Refer to Legal policy LEG 6.1 for further guidance on these issues.

You may not use any Company confidential information for your own personal benefit. This restriction extends indefinitely, even beyond your employment or service on the Board of Directors.

Each of us has a responsibility to prevent information from being used inappropriately. Be careful – in casual conversation, in E-mail messages and on the Internet in blogs, video sharing web sites or social networking websites – that you do not disclose confidential information. Do not talk with family, friends and co-workers about confidential Company matters. Do not leave memoranda, documents, drawings, laptop computers, data CD's or DVD's, flash drives or other sensitive information in open or public areas. Protect user ID's and passwords from the view of others and do not share them with others under any circumstances.

## Consider the following:

**You are at a social event and a friend asks you if now would be a good time to purchase some Unisys stock. What can you tell him?**

You may only discuss information that has already been made public. You may not discuss any inside or confidential information about Unisys that has not been released to the public. Even giving your personal opinion could be a problem. Employees should avoid giving any investment advice on the purchase or sale of Unisys stock to family or friends.

## Confidential information of others.

Just as we endeavor to protect our information, other companies do so as well. Employees may not solicit, receive or use any confidential information belonging to others without proper authorization. Acceptance of confidential information can give rise to significant legal obligations and potential liability for both you and Unisys. If you handle confidential information of others in the course of performing your duties for Unisys, you should apply at least the same degree of care to avoid loss, misuse or unauthorized disclosure of such information as you apply to Unisys confidential information of a similar kind. If you receive confidential information of another company that is not already subject to a nondisclosure agreement or other form of protection, contact the Corporate Ethics Office or the Office of the General Counsel to assist you in handling the information.

Information about our customers, suppliers, competitors, partners and consultants that is already published, in the public domain, or independently developed, is not considered to be confidential. However, if that information has any confidential or proprietary markings, you must contact the Corporate Ethics Office or the Office of the General Counsel before using or distributing the information.

You may not use third parties to improperly acquire the confidential information of others.

If you have questions in this area, refer to Legal policy LEG 6.1 or contact the Corporate Ethics Office or the Office of the General Counsel.

## Consider the following:

**While in the process of preparing our bid for a large public contract, a member of the bid team is offered a copy of a competitor's bid that includes their pricing and cost information. The document is labeled "Confidential". Can we accept and use the information?**

The fact that the confidential legend was included on the documents indicates that the information is expected to be treated in confidence and that the other company has placed limitations on its use. Having access to this information gives Unisys an unfair and unacceptable advantage over the other bidders. The prudent course of action would be to not accept the materials or to obtain them under a written nondisclosure agreement that has been approved by the Office of the General Counsel. Acceptance of confidential information of others without adequate protections could cause us to be disqualified from the bid and subject both the employee involved and Unisys to penalties.

## **Privacy protection of personal data.**

Personal data is any information that can be used directly or indirectly to identify a specific living individual (including without limitation, information such as an individual's name, address, phone number, E-mail address, employee number, Social Security number, national identifier or credit card number). Personal data may include sensitive categories of information (including without limitation, racial or ethnic origin, political opinions, religious beliefs, trade union membership, health or sexual orientation).

We at Unisys are committed to complying with our Global Privacy Policy on Personal Data. This means each employee, and others acting on the Company's behalf, are required to be responsible for understanding what personal data they are handling and ensuring that such handling complies with applicable law, contractual agreements and all Company policies.

For more information regarding how to handle and protect personal data, visit the Global Privacy Program website on the Unisys internal website or contact the Chief Privacy Officer or the Office of the General Counsel.

## **Software and copyright compliance.**

Unisys obtains licenses for many of the software products used in its business. U.S. and international copyright laws protect a software owner's rights in its programs by prohibiting the copying, distribution and use of such software without the owner's express permission (for example, a license agreement). You have a responsibility to help ensure that software on your computer or on network storage devices under your control has been installed, and is being used, in a lawful manner. You may not copy, install, distribute or otherwise use software in a manner that violates applicable laws (such as copyright law), applicable license agreements, or Company policies (including Legal policy LEG 4.1).

Any questions concerning copyright compliance or licensing of software should be directed to the Corporate Ethics Office or the Office of the General Counsel.

## **U.S. government classified information.**

We have special obligations to comply with laws and regulations that protect U.S. government classified information. Employees and directors with valid security clearances who have access to classified information must handle such information in accordance with applicable U.S. government procedures. If you have questions about handling classified information, consult your security supervisor.

## **U.S. government source selection information.**

You may not solicit or receive any U.S. government source selection information other than with proper authorization and through official channels. U.S. government source selection information includes: listings of offerors and prices, identification of bidders prior to bid opening, source selection and technical evaluation plans, technical evaluations of competing proposals, competitive range determinations, rankings and source selection board reports, evaluations and recommendations. If you gain access to U.S. government confidential information or source selection information, immediately contact the Corporate Ethics Office or the Office of the General Counsel.

## **Unisys records management.**

Unisys records are a valuable corporate resource. Unisys "records" are any written, printed or electronically recorded information. To protect this resource, you must take steps to be sure that Unisys records are managed and controlled in accordance with accepted recordkeeping practices, as established by the Unisys Records Management Policy and Program.

Records should be kept only as long as needed for business purposes, but should not be kept more than three years after their creation or three years after the completion of the project or ongoing activity to which they relate (whichever occurs later). There are a few exceptions to this rule. If litigation or an outside investigation is imminent or pending, you should not discard or destroy records related to the matters. In addition, a different retention period may be dictated by contract and certain records may require different retention periods depending on the type of record or local laws. The Unisys Retention Schedule in Records Management policy RMP 1.0 provides the different retention periods, organized by record type.

Each employee is individually responsible for implementing the Records Management Policy with respect to records within his or her control. To assure you are properly managing your records, refer to the Records Management policy RMP 1.0 and the Retention Schedule. Contact your manager or the Unisys Records Program Manager with any questions.

### Consider the following:

**You are cleaning your office and deciding which business files to keep and which to discard. The files are maintained in your office, so it's OK to do whatever you want with them, right?**

No. The Unisys Records Management Program has specific guidance regarding the retention and disposition of records. Review the Records Management Policy and consult first with your manager and then with the Unisys Records Management Program Manager if you have questions.

### Employee responsibility to promptly report potential or suspected violations.

#### *For all employees outside of Continental Europe*

You have a responsibility and an obligation to report promptly any suspected, potential or actual violation of the Code to your manager, the Corporate Ethics Office or the Office of the General Counsel. If any manager receives such a report, the manager must immediately notify the Corporate Ethics Office or the Office of the General Counsel. The issue should be reported even if you believe the issue may have been resolved or if you are not sure whether it constitutes a violation or not. Do not attempt to investigate the issue yourself. In addition, you must promptly report any complaint regarding any accounting, internal accounting control or auditing matter to the Corporate Ethics Office or the Office of the General Counsel.

You may contact the Corporate Ethics Office on a confidential or an anonymous basis, without fear of retaliation. **No adverse action or retribution will be taken against anyone for making a good faith report of a suspected ethics violation.** Anyone taking or attempting to take any such retaliation will be subject to disciplinary action.

#### *For all employees in Continental Europe*

We expect you to report promptly any suspected, potential or actual violations of the Code. Any suspected, potential or actual violation of the Code related to finance, accounting (including internal accounting controls and auditing matters), banking, or applicable anti-corruption or competition (anti-trust) laws should be immediately reported to the Corporate Ethics Office or the Office of the General Counsel.

Any suspected, potential or actual violations of the Code relating to all other matters should be raised with your local or regional Office of the General Counsel representative.

The issue should be raised even if you believe the issue may have been resolved or if you are not sure whether it constitutes a violation or not. Do not attempt to investigate the issue yourself. You may raise issues on a confidential basis without fear of retaliation. **No adverse action or retribution will be taken against anyone for making a good faith report of a suspected ethics violation.** Anyone taking or attempting to take any such retaliation will be subject to disciplinary action.

### Contacting the Ethics Office.

E-Mail Address: [EthicsOfficer@unisys.com](mailto:EthicsOfficer@unisys.com)  
U.S. Locations Ethics Helpline: 800-732-3247  
Non U. S. Locations Ethics Helpline: 215-986-7765  
Mail Address: Corporate Ethics Office  
Unisys Corporation  
801 Lakeview Drive, Suite 100  
Blue Bell, PA 19422  
MS 2NW

### Ethics investigations and discipline.

The Corporate Ethics Office, working with the Office of the General Counsel is responsible for investigating possible violations of the Code, including any complaint regarding accounting, internal accounting controls or auditing matters. You are required to cooperate fully with any internal investigation. Corrective measures, including disciplinary actions, will be taken for violations of the Code. Disciplinary action can include a warning or reprimand, suspension without pay, demotion or termination. You will be given an opportunity to explain your actions before any disciplinary action is imposed.

With respect to complaints regarding accounting, internal accounting controls or auditing matters, the investigation findings and any recommendations for corrective action will be reported to the Audit Committee of the Board of Directors for its review and approval. Other Code violations and the corrective actions taken will be reported periodically to the Audit Committee.

### Note for all Unisys employees located in the United States.

Nothing in this Code of Ethics and Business Conduct is intended to create an express or implied contract of employment. The maintenance of this Code or other policies, procedures, or benefit plans does not modify the employment-at-will relationship that exists between Unisys and its employees. Any claimed exception must be in writing and signed by the Senior Vice President, Worldwide Human Resources.