

Teradata Corporation
Board of Directors Corporate Governance Guidelines

Adopted July 25, 2007

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December 3, 2013 and April 29, 2014

Teradata's Board of Directors is elected by the stockholders to govern the affairs of the Company. The Board selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor to senior management and monitors its performance. It reviews the Company's strategies, financial objectives and operating plans, major risks, and plans for managing such risks. The Board also plans for management succession of the Chief Executive Officer, as well as other senior management positions. To help discharge its responsibilities, the Teradata Board of Directors has adopted the following guidelines on significant corporate governance issues.

Size, Composition, and Independence of the Board

1. Size of the Board

The Board periodically reviews the size of the Board and determines whether any changes are appropriate, although it is the sense of the Board that a board of five to ten members is about right. However, the Board would be willing to increase the size of the Board in order to accommodate the availability of an outstanding candidate.

2. Membership Qualifications and Board Balance

The Board, with input from the Committee on Directors and Governance, is responsible for periodically determining the appropriate skills, perspectives, experiences, and characteristics required of Board candidates, taking into account the Company's needs and current make-up of the Board. This assessment includes consideration of the Board's director qualification guidelines included as Exhibit A. The Committee on Directors and Governance is responsible for periodically reviewing and modifying, as appropriate, these qualification guidelines. The Board evaluates individual Director nominees in the context of the Board as a whole, with the overall objective of having a balanced group that can perpetuate the Company's long-term success and represent shareholder interests generally through the exercise of sound business judgment using its diversity of experiences and perspectives.

Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Director and that he or she devotes the time necessary to discharge his or her duties as a Director.

3. Director Selection

The Board nominates candidates for election by the stockholders and is responsible for filling vacancies on the Board. The Committee on Directors and Governance recommends nominees for election to the Board, as well as incumbent Directors for re-election, as appropriate. In selecting individuals for nomination, the Committee seeks input from the Chairman of the Board and the Chief Executive Officer and considers individuals recommended for Board membership by the Company's stockholders in accordance with the Company's Bylaws and applicable law. The Committee evaluates all candidates using the qualification guidelines included as Exhibit A, as they may be updated by the Committee on Directors and Governance. The Committee determines if any Board members have relationships with preferred candidates who can help initiate contact with such candidates. The Committee may also use a third-party search firm to assist in identifying and contacting preferred candidates. Prospective candidates are interviewed by the Chairman of the Board, Chief Executive Officer and at least one member of the Committee on Directors and Governance. The full Board is kept informed of progress during the selection process and, once the process has been completed, makes the final decision to extend an invitation to join the Board after considering the recommendation of the Committee on Directors and Governance.

The Committee on Directors and Governance will consider candidates recommended by stockholders for nomination by the Board. Stockholders wanting to suggest Director candidates should submit their suggestions in writing to the Corporate Secretary of the Company, providing the candidate's name, age, residential and business contact information, detailed biographical data and qualifications for service as a Board member, the class or series and number of shares of capital stock (if any) of the Company which are owned beneficially or of record by the candidate, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Company stock. If a stockholder submits a candidate for nomination by the Board, the candidate will be considered using the same criteria that the Board uses to evaluate other candidates for Board nomination. The foregoing procedures apply only to stockholders who wish to submit candidates for consideration as Board nominees for Director. A stockholder wanting to nominate a candidate for election as a Director must do so by following the procedures described in Article II, Section 16 of the Company's Bylaws.

4. Majority of Independent Directors

As a matter of policy, the Board believes that a substantial majority of the Directors should be independent. The Board follows the independence standards described in Exhibit B to these Guidelines. The Board may amend these standards in the future. On an annual basis, with input and a recommendation from the Committee on Directors and Governance, the Board determines whether each outside Director meets the independence standards and discloses its determination.

5. Term Limits

The Board does not believe it should establish term limits. As an alternative to term limits, the Committee on Directors and Governance reviews a Director's continuation on the Board whenever the Director experiences a change in professional responsibilities, as a way to assure that the Director's skills and experience continue to match the needs of the Board. In addition, a

Director's re-nomination is dependent upon a review conducted by the Committee on Directors and Governance.

6. Significant Job Changes

It is the view of the Board that each Director who changes his or her present employment, or who materially changes his or her position or business or professional responsibilities, should bring this change to the attention of the Chair of the Committee on Directors and Governance, with a copy to the General Counsel, and should offer to resign from the Board. The Board does not believe that each Director who has a change in position or responsibilities should necessarily leave the Board. However, the Committee on Directors and Governance reviews the continued appropriateness of Board membership under these circumstances and make a recommendation to the Board.

This same guideline applies to any inside Directors, including the Chief Executive Officer of the Company, in the event he or she no longer serves in that position. A former Chief Executive Officer of the Company serving on the Board will not be considered an independent Director, unless he or she served as Chief Executive Officer on an interim basis.

7. Voting for Directors

Unless there is a Contested Election of Directors (as defined in the Company's Bylaws), Directors are elected by the affirmative vote of the holders of a majority of the voting power of the stockholders present in person or by proxy at a meeting of stockholders at which Directors are being elected. If an incumbent Director is not re-elected by the required majority vote, such Director shall promptly submit an offer to resign from the Board to the Chair of the Committee on Directors and Governance with a copy to the General Counsel. The Committee on Directors and Governance, giving due consideration to the best interests of the Company and its stockholders, shall evaluate the relevant facts and circumstances, including whether the underlying cause(s) of the Director's failure to receive the required majority vote can be cured, and shall recommend to the Board whether it should accept or reject the resignation. The Board will then make its decision, within 90 days after the election. Any Director who offers a resignation pursuant to this provision shall not participate in the Board's decision. The Board will promptly disclose publicly its decision and, if applicable, the reasons for rejecting the offered resignation. If the Board accepts a Director's resignation pursuant to this process, the Committee on Directors and Governance will recommend to the Board whether to fill the resulting vacancy or reduce the size of the Board.

8. Other Directorships

Independent directors are required to advise the Chair of the Committee on Directors and Governance and the General Counsel in advance of accepting an invitation to serve on another public company board. The General Counsel then works with the Director to determine whether an actual or potential conflict of interest or related issue would be created in connection with his or her service on such board and informs the Chair of the Committee on Directors and Governance of such determinations. The Chief Executive Officer may be consulted in

connection with this review. In the event that the new directorship raises the possibility of an actual or perceived conflict of interest or related issue, or would result in the Director serving on more than three other public company boards, the Committee on Directors and Governance will review the request and advise the Director on whether it believes accepting such invitation is appropriate under the circumstances.

The Chief Executive Officer must receive pre-approval from the Committee on Directors and Governance before accepting an offer to join another public company's board.

9. Code of Conduct and Conflicts of Interest

The Board expects all Directors to act ethically and with integrity in a manner consistent with Teradata's Shared Values and Code of Conduct in connection with their activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Moreover, the Board is focused on helping cultivate and promote the Company's culture of integrity and accountability, and the Audit Committee oversees the Company's ethics and compliance program. Any waiver of the requirements of the Code of Conduct with respect to any individual Director shall be reported to, and be subject to the approval of, the Board, and shall be publicly disclosed to the extent required under applicable law.

Each Director will advise the Board of any situation that could potentially be a conflict of interest. The Board will determine on a case-by-case basis whether an actual or perceived conflict of interest exists. A Director shall abstain from participating in the Board's deliberations or decisions on an issue in which he or she has a conflict of interest that affects the Director's personal, business or professional interests. In the event that a significant conflict of interest exists and cannot be resolved, the Director should offer to resign from the Board.

Board Leadership

10. Selection of Chairman of the Board

The Board elects the Chairman of the Board who need not be independent. In the event the Chairman of the Board is not independent, the Board will designate a lead Director who is an independent, non-employee Director. The responsibilities of the lead Director will include, among other things: (i) serving as chair of any executive sessions of the Board or meetings of only independent Directors; (ii) calling any meetings of the independent Directors and serving as Chair of such Board meetings or any meeting at which the Chairman of the Board is not present; (iii) working with the Chairman to set the agendas and schedules for Board meetings; and (iv) serving as a liaison between management and the independent Directors.

Board Roles and Responsibilities

11. Business Judgment; Indemnification

The basic responsibility of the Directors is to exercise their business judgment in good faith to act in what they believe to be the best interests of the Company. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of their fellow Directors and of the Company's senior executives, outside advisors and outside auditors. The Directors are also entitled to have the Company purchase reasonable Directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Amended and Restated Certificate of Incorporation.

12. Risk Oversight

The Board is responsible for oversight of the Company's risk management activities. In fulfilling this role, the Board focuses on understanding the nature of Teradata's enterprise risks, as well as the adequacy of the risk management process and overall risk management system, including plans to mitigate and manage risk. The Audit Committee and Compensation and Human Resource Committee assist the Board by reviewing and assessing financial and compensation program risks as appropriate, and the Audit Committee also oversees the Company's enterprise risk management process.

13. Assessing the Board's Performance

The Board conducts annual evaluations of the overall performance of the Board. The Committee on Directors and Governance, with input from the other Directors, is responsible for determining the performance criteria and process to be used for the evaluation and for conducting the evaluation. The purpose of these evaluations is to enhance the effectiveness of the Board as a whole. Additionally, each Committee of the Board conducts an annual evaluation of its performance and reports the results of the evaluation to the Board.

The performance of individual Directors is assessed by the Committee on Directors and Governance when a Director is being considered for re-nomination and when a Director offers to resign due to a change in professional responsibilities. This Committee will choose the method and criteria for these assessments. If, at any time, the Board determines that an individual Director is not meeting the established performance standards and qualification guidelines, or his or her actions reflect poorly upon the Board and the Company, the Board may request the resignation of the non-performing Director.

14. Oversight of Management Evaluation

The Compensation and Human Resource Committee oversees the performance evaluations of the Company's executive officers, including the Chief Executive Officer.

15. Evaluating the CEO's Performance

The Board reviews the performance of the Chief Executive Officer at least annually. This evaluation will be conducted by the Compensation and Human Resource Committee. This Committee and the other independent Directors of the Board in an executive session review the

criteria and results of the evaluation and determines the compensation payable to the Chief Executive Officer, a substantial portion of which shall be tied to performance.

16. Succession Planning and Leadership Development

The Board, with the assistance of the Compensation and Human Resource Committee and the Chief Executive Officer, oversees the development of the Company's senior management and succession plans for the Chief Executive Officer and other executive officers. Each year, the Chief Executive Officer reports to the Board on leadership development and succession planning, including development plans recommended for the potential successors of senior management roles. The Board works with the Compensation and Human Resource Committee to identify and evaluate potential successors to the Chief Executive Officer, taking into consideration among other things the Chief Executive Officer's recommendation and the Committee's assessment of such potential successors. The Board also periodically reviews the Company's emergency succession contingency plan in the event of the Chief Executive Officer's death or disability and identifies individuals who could fulfill his or her responsibilities under such circumstances.

17. Strategic and Operating Plans

At least once a year, the Board reviews the Company's strategy and operating plans and provides input to management. The Board monitors the Company's performance with respect to these plans.

18. Board Interaction with Investors, Press and Customers

The Board believes that management generally should speak for the Company. Individual Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Directors would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by Committee charters, only at the request of management.

Stockholders wishing to communicate directly with the Board, any individual Director or the independent Directors as a group regarding the Company's business operations, conduct or other matters relating to the Company are welcome to do so by writing the Corporate Secretary of Teradata Corporation at 10000 Innovation Dr., Miamisburg, Ohio 45342, who will forward any communications as directed.

Director Compensation and Stock Ownership

19. Compensation Philosophy

The Board believes that only cash and equity compensation should be provided to non-employee Directors and that at least fifty percent of a Director's total compensation should be provided in equity, e.g., stock options, stock grants or other awards of stock or stock units. The Committee on Directors and Governance periodically reviews the principles for director compensation.

20. Setting of Compensation

The Committee on Directors and Governance periodically reviews market data for Director compensation to ensure that the compensation is reasonable and competitive in relation to other similar companies. The Committee recommends to the full Board any proposed changes in the compensation package and the full Board approves any changes. The Committee takes into consideration that Directors' independence may be jeopardized if Director compensation and perquisites, if any, exceed customary levels, if the Company makes substantial charitable contributions to organizations with which the Director is affiliated, or if the Company enters into a consulting contract with (or provides other indirect compensation to) a Director or an organization with which a Director is affiliated.

21. Stock Ownership

Each Director should hold stock valued at no less than ten times the amount of the annual retainer paid to such Director within five years after he or she is first elected to the Teradata Board. Stock or stock units beneficially owned by the Director, for which beneficial ownership is not disclaimed, including stock or stock units held in a deferral account, should be taken into account. However, for this purpose, stock options granted to Directors by the Company will not be taken into account.

In addition, it is against Company policy for Directors to engage in speculative trading of Teradata securities, including buying or selling derivatives based on Teradata securities or hedging Teradata stock. Directors must also pre-clear any pledges of Company securities as collateral.

Director Development

22. New Director Orientation

The Company has an orientation process for new Directors that includes background material and meetings with senior management to familiarize the Directors with the Company's strategic and operating plans, key issues, corporate governance, Code of Conduct, and the senior management team. In addition, new members to a Committee are provided information relevant to the Committee and its roles and responsibilities.

23. Continuing Director Education

The Board believes it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. The Company provides appropriate funding for these programs. In addition, Directors receive periodic reviews of the Company's business and visit Company facilities as part of their ongoing review of the Company and its operations.

Meetings

24. Preparation and Attendance

Directors are expected to attend Board meetings and meetings of Committees on which they serve, and to spend the time needed as necessary to prepare for such meetings and to properly discharge their responsibilities. All Board members are expected to attend the Company's Annual Meeting of Stockholders absent an unavoidable conflict.

25. Frequency and Length of Meetings

The Board determines the frequency of meetings, taking into consideration the recommendations of management and Board members. The Board believes that four to six regular meetings a year are appropriate; however, the Board and each Committee meets as frequently as needed for the Directors to properly discharge their responsibilities. The Chairman of the Board determines the place, time, and length of meetings and may, depending upon the circumstances, call additional Board meetings.

26. Meeting Agendas

The Chairman of the Board, in consultation with the Chief Executive Officer (if not also the Chairman) annually prepares a meeting agenda planner. The planner sets forth a general agenda of items to be considered by the Board at each of its specified meetings during the year (to the extent this can be foreseen) and is provided to the entire Board. Thereafter, the Chairman of the Board, in consultation with the Chief Executive Officer (or with the lead Director, if any) and Corporate Secretary, establishes the agenda for each Board meeting, with each Director being free to suggest items for inclusion on the agenda as well as raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

27. Meeting Materials

Meeting materials, including presentations on specific subjects, are distributed to the Directors in advance, except where the subject matter is too sensitive to be documented or the underlying information to be included in the materials is not otherwise available in advance of the meeting. The meeting materials should be as brief as possible while still providing the necessary information. Where feasible, the materials are securely distributed one week in advance, so as to give the Directors sufficient time to review the materials.

28. Attendance of Non-Directors at Meetings

It is anticipated that the Chief Financial Officer and the Secretary of the Company attend each meeting. The Board also encourages the Chief Executive Officer to bring managers into Board meetings who can provide additional insight into items being discussed or who have potential that the Chief Executive Officer believes should be given exposure to the Board.

29. Board Access to Senior Management and Information

Directors have full and free access to the Company's management and external advisors, and the Board meets regularly with senior management. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the Director. Directors use their judgment to ensure that any such contact is not disruptive to the Company's business operations and will, to the extent not inappropriate, inform the Chief Executive Officer of any communications between a Director and an officer or employee of the Company.

30. Board Access to Independent Advisors

The Board and each Committee has the power to hire, at its discretion, and at the expense of the Company, independent legal, financial or other advisors as they may deem necessary to support it in fulfilling its responsibilities, without consulting with or obtaining the approval of any officer of the Company in advance.

31. Executive Sessions

The Board conducts an executive session of only independent Directors at each regularly scheduled Board meeting. Independent Directors may hold additional executive sessions from time to time, with or without the Chief Executive Officer present, as desired. Unless otherwise determined by the Board, the Chairman of the Board presides at the executive sessions of independent Directors. The Board identifies the presiding Director each year in the proxy statement. In the event the Chairman of the Board is not an independent Director, the lead Director will preside at executive sessions of independent Directors.

Committees

32. Number of Committees

Currently there are four Committees: Executive, Audit, Compensation and Human Resource, and Committee on Directors and Governance. From time to time, depending upon the circumstances, the Board may form a new Committee or disband a current Committee.

33. Assignment of Committee Members

The Board appoints members of the Committees, and reviews the appointments on an annual basis. The Committee on Directors and Governance, with consideration of the desires of individual Directors and input from the Chief Executive Officer and Chairman of the Board, recommends to the Board the assignment of Directors to various Committees. Only independent Directors may serve on the Audit Committee, the Compensation and Human Resource Committee, or the Committee on Directors and Governance, all members of the Audit Committee must be "financially literate" and at least one member of the Audit Committee must have "accounting or related financial management expertise," as defined by the U.S. Securities and Exchange Commission rules or as required under applicable New York Stock Exchange listing requirements, and all Committee members must meet any additional independence requirements specified in Exhibit B or any other requirements to which Teradata is subject.

Additionally, a member of the Audit Committee may not sit on more than two other Audit Committees of other public companies, unless the Board determines that such commitments would not impair his or her effective service to the Company.

The Committee on Directors and Governance and the Board takes into account a Director's tenure on a Committee and gives consideration to rotating committee members periodically; however, rotation is not mandated as a policy.

34. Committee Charters and Authority

Each Committee has approved a written charter, which has also been approved by the Board. The charter may delegate, certain authority and responsibilities to the Committee. From time to time, the Board may delegate additional specific authority to a Committee by resolution. The Committee charters are reviewed periodically and may be changed upon approval of the Committee and the Board.

35. Committee Agendas

The Chair of each standing Committee, in consultation with appropriate members of management, develops each Committee's planning agenda for the year with a schedule of agenda items for the year, to the degree they can be foreseen. Specific agenda items for each Committee meeting are approved by the Chair of the Committee in consultation with appropriate members of management.

36. Frequency and Length of Committee Meetings

Committee Chairs, in consultation with appropriate members of management, determine the frequency and length of Committee meetings.

37. Executive and Private Sessions

Each Committee meets in executive session as circumstances warrant. At the Committee's discretion, outside advisors or members of management may meet in private session with the Committee.

Interpretation

38. Amendment and Interpretation

These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Company's Certificate of Incorporation or Bylaws or any Committee charter reviewed and approved by the Board. The Guidelines, including exhibits, are subject to modification from time to time by the Board and the revised Guidelines will be disclosed. In addition, the Board recognizes that situations may arise where the Board may need to take actions that vary from

these Guidelines to further the best interests of the Company and its stockholders. Nothing in these Guidelines should be interpreted to prohibit the Board from taking such actions.

EXHIBIT A

Teradata Corporation

Board of Directors Corporate Governance Guidelines

DIRECTOR QUALIFICATION GUIDELINES

In considering qualifications of Directors standing for re-election and potential candidates for election as Directors, the Board will consider the following factors, in addition to those other factors it may deem relevant:

1. Strong management experience, ideally with major public companies with successful multinational operations.
2. Other areas of expertise or experience that are desirable given the Company's business and the current make-up of the Board, such as expertise or experience in: information technology businesses; the software industry; international, marketing, financial or investment banking, scientific research and development, or senior level government experience; and academic leadership.
3. Desirability of range in age, so that retirements are staggered to permit replacement of Directors of desired skills and experience in a way that will permit appropriate continuity of Board members.
4. Independence, as defined by the Board.
5. Diversity brought to the Board by individual members, including gender, racial and ethnic diversity, as well as diversity of perspectives and experiences.
6. Knowledge and skills in accounting and finance, business judgment, general management practices, crisis response and management, industry knowledge, international markets, leadership, and strategic planning.
7. Personal characteristics matching the Company's values, such as integrity, accountability, financial literacy, and high performance standards.
8. Additional characteristics, such as:
 - a.) willingness to commit the time required to fully discharge their responsibilities as Directors, including the time to prepare for Board and Committee meetings by reviewing the material supplied before each meeting;
 - b.) commitment to attend a minimum of 75% of meetings of the Board and Committees on which they serve;
 - c.) ability and willingness to represent the stockholders' long- and short-term interests;
 - d.) awareness of the Company's responsibilities to its customers, employees, suppliers, regulatory bodies, and the communities in which it operates; and
 - e.) willingness to advance their opinions.
9. The number of other commitments, with one of the more important factors being the number of other public-company boards on which the individual serves.

EXHIBIT B

Teradata Corporation

Corporate Governance Guidelines

DIRECTOR INDEPENDENCE STANDARDS

For a Director to be considered independent, the Board of Directors must determine that the Director does not have any direct or indirect material relationship with Teradata. The Board has established the following guidelines to assist it in determining Director independence:

1. A Director will not be independent if:

(i) the Director is, or has been within the last three years, an employee of Teradata, or an immediate family member of the Director is, or has been within the last three years, an executive officer, of Teradata, except that employment as an interim Chairman or Chief Executive Officer or other executive officer shall not disqualify a Director from being considered independent following that employment;

(ii) the Director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from Teradata, other than: (A) compensation and other fees paid for service as a director, including any committee or chair fees or any form of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service); (B) compensation received by a Director for former services as an interim Chairman or Chief Executive Officer or other executive officer, or (C) compensation received by an immediate family member for service as an employee of Teradata (other than executive officer);

(iii) (A) the Director is a current partner or employee of a firm that is Teradata's internal or external auditor; (B) the Director has an immediate family member who is a current partner of such a firm; (C) the Director has an immediate family member who is a current employee of such a firm and personally works on Teradata's audit; or (D) the Director or an immediate family member of the Director was within the last three years a partner or employee of such a firm and personally worked on Teradata's audit within that time;

(iv) the Director or an immediate family member of the Director is, or has been within the last three years, employed as an executive officer of another company where any of Teradata's present executive officers at the same time serves or served on that company's compensation committee; or

(v) the Director is a current employee, or an immediate family member of the Director is a current executive officer, of a company that has made payments to, or received payments from, Teradata for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues (in each case, as reported in the other company's last completed fiscal year).

2. A Director will not be independent if the Director is an employee, or any member of the Director's immediate family is an executive officer, of a company which is indebted to Teradata or to which Teradata is indebted, and the total amount of the indebtedness exceeds the greater of \$1,000,000 or 2% of the consolidated annual gross revenues of either company.

3. A Director will not be independent if the Director or any member of the Director's immediate family is an officer, director or trustee of a charitable or other tax-exempt organization, and donations by Teradata during any single fiscal year to the charitable or other tax-exempt organization within the last three years exceeds the greater of \$1,000,000 or 2% of the organization's consolidated annual gross revenues.

4. A relationship arising solely from a Director's interest in another company or similar entity that is party to a transaction with Teradata will not be considered to be a material relationship with Teradata that would impair the Director's independence if: (i) such interest arises only from: (A) the Director's position as a director, trustee or similar position of such other company or entity, and/or (B) the direct or indirect ownership by the Director and the Director's immediate family members, in the aggregate, is less than 10% of the equity or similar ownership interest in such other company or entity, and (ii) the Director is not involved in the negotiation of the terms of the transaction with Teradata and does not receive any special benefits as the result of the transaction.

Additional Requirement – Audit Committee Members

A Director who serves on the Audit Committee may not, other than in the Director's capacity as a member of the Audit Committee, the Board of Directors, or any other Committee of the Board of Directors:

(i) accept directly or indirectly any consulting, advisory, or other compensatory fee from Teradata; provided, that compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with Teradata (provided that such compensation is not contingent in any way on continued service); or

(ii) be an "affiliated person" (such as a person who directly, or through one or more intermediaries, controls, or is controlled by, or is under common control with, Teradata) as provided in Rule 10A-3 adopted by the Securities and Exchange Commission.

Additional Requirement – Compensation and Human Resource Committee Members

In determining the independence of any Director who serves on the Compensation and Human Resource Committee, the Board of Directors also must consider all factors specifically relevant to determining whether the Director has a relationship to Teradata which is material to that Director's ability to be independent from management in connection with the duties of a member of that Committee including, but not limited to:

(i) the source of compensation of such Director, including any consulting, advisory or other compensation fee paid by Teradata to such Director; and

(ii) whether such Director is affiliated with Teradata or any affiliate of Teradata.

For purposes of applying these independence standards:

(i) "Teradata" means Teradata Corporation and its subsidiaries, and any parent, in a consolidated group with Teradata Corporation under United States generally accepted accounting principles;

and

(ii) “immediate family member” means a Director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in law and anyone (other than domestic employees) who shares the Director’s home.