



**Computer Sciences Corporation**







**CSC NYSE**

**IT Services / Consulting**

Market Capitalization USD:

**\$4,163.07 mm**

**CONCERN LEVEL: HIGH**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap. 
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

**CEO: J. Michael Lawrie**

**Age: 58**

**CEO Since: 2012**

	2009	2010	2011
<b>Base Salary</b>	\$1,057,692	\$1,050,000	\$1,086,058
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$2,142,400	\$2,457,000	\$0
<b>Benefits and Perquisites</b>	\$150,438	\$175,801	\$11,190,177
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,350,530</b>	<b>\$3,682,801</b>	<b>\$12,276,235</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$3,462,606	\$2,100,589
<b>Stock Option Awards</b>	\$2,181,654	\$3,342,614	\$2,588,553
<b>Stock Awards</b>	\$4,036,127	\$5,039,322	\$3,893,704
<b>TOTAL COMPENSATION</b>	<b>\$7,825,926</b>	<b>\$15,527,343</b>	<b>\$20,859,081</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,760,571	\$2,760,571	\$2,849,119
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$1,320,353	\$0
<b>Value Realized on Vesting of Stock</b>	\$1,766,759	\$1,419,690	\$6,570,994
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$1,766,759</b>	<b>\$2,740,043</b>	<b>\$6,570,994</b>

**Proxy Date:** 22 Jun 2012

**Annual Meeting Date:** 7 Aug 2012

**Equity Reserves:** 22.34%

**Stock Option Run Rate:** 1.75%

# Computer Sciences Corporation

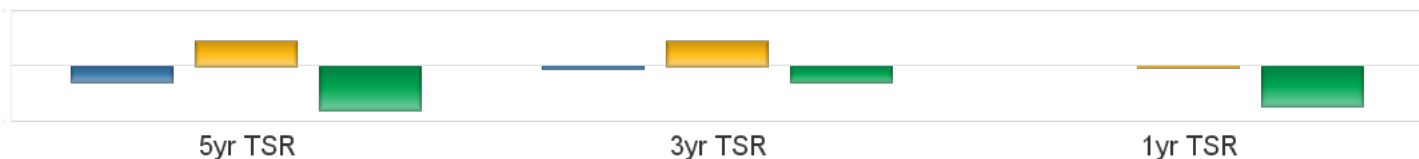
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## Performance Comparison

■ S&P500 ■ Industry ■ CSC



## Peer Comparisons (TRBC) =IT Services / Consulting

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>CSC</b>	<b>Computer Sciences Corporation</b>	<b>\$7,825,926</b>	<b>\$15,527,343</b>	<b>\$20,859,081</b>	<b>\$4,163,070,966</b>
LNKD	LinkedIn Corporation			\$7,571,250	\$10,445,529,004
CTXS	Citrix Systems, Inc.	\$5,168,534	\$8,243,347	\$8,171,364	\$10,267,282,312
TDC	Teradata Corp.	\$3,525,119	\$7,334,099	\$6,809,521	\$9,009,099,000
FISV	Fiserv, Inc.	\$5,757,685	\$5,886,908	\$6,716,226	\$7,186,617,328
FFIV	F5 Networks, Inc.	\$7,892,855	\$8,884,962	\$7,707,496	\$5,735,643,331
VRSN	VeriSign, Inc.	\$2,755,739	\$4,564,800	\$5,154,481	\$4,760,684,945

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Honeywell, General Dynamics, Accenture, plc, Northrop Grumman Corp., Raytheon Co., Xerox Corp., EMC, L-3, Texas Instruments, Inc., Textron, Inc., SAIC, Inc., Automatic Data Processing, Inc., Motorola Solutions, Inc.

Operating units review: General Dynamics Corp. – Information Systems and Technology, L-3 Communications Holdings Inc. – Government Services, Lockheed Martin – Information Systems & Global Services, Northrop Grumman – Information Systems, Technical Services and Raytheon – Intelligence and Information Systems, Technical Services, Network Centric Systems.

Pay practice review: Dell Inc., Oracle Corporation, Unisys Corp., Hewlett-Packard Company, International Business Machines Corp., and Lockheed Martin Corporation to gain insights into market trends in executive compensation.

### Performance Peer Group

Accenture Ltd., Automatic Data Processing, Inc., ATOS Origin, Cap Gemini S.A., CGI Group, Inc., Cognizant Technology Solutions Corp., Convergys Corporation, Deutsche Telekom AG -Systems Solutions, HP – HP Enterprise Business-Services, IBM - Global Technology Services and Global Business Services, Siemens AG – IT Solutions and Services, Syntel, Inc., Tata Consultancy Services Limited, Unisys – Services and Wipro Ltd. The public sector companies are: Boeing - Global Services and Support, CACI International Inc., Dynamics Research Corp, General Dynamics Corp. – Information Systems and Technology, L-3 Communications Holdings Inc. – Government Services, Aircraft Modernization and Maintenance, Lockheed Martin – Information Systems & Global Services, ManTech International, MAXIMUS, Inc., NCI, Inc., Northrop Grumman – Information Systems, Technical Services, Raytheon – Intelligence and Information Systems, Technical Services, Network Centric Systems, SAIC, Inc. and

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Chong Sup Park	Chairman	64	Male	5	Outside
Irving W. Bailev	Member	72	Male	20	Outside Related
Judith R. Haberkorn	Member	65	Female	5	Outside