

## **ETHICS AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

### **Statement of Purpose**

The purpose of the Ethics and Corporate Responsibility Committee (the "Committee") is to review and recommend to management and the Board of Directors (the "Board") objectives, policies and procedures that best serve the Company's interests in maintaining a business environment committed to high standards of ethics and integrity, corporate responsibility and legal compliance.

### **Composition, Membership and Operation**

**1. Composition of Committee.** The Committee shall consist of not less than three directors, a majority of whom shall be independent directors as defined in the Company's Corporate Governance Guidelines. Members of the Committee shall be appointed to, and removed from, the Committee by the Board.

**2. Operation of Committee.** A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

**3. Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep such records of its meetings as it deems appropriate and the Committee Chair shall report regularly to the Board on its activities.

### **Duties and Responsibilities**

To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:

**1. Review and Recommend Ethical Standards**

- Review the ethical responsibilities of the Company's employees and consultants under the Company's Code of Conduct and relevant policies and procedures, and recommend to the Board and management enhancements to such policies and procedures deemed advisable by the Committee.

**2. Monitor Procedures Relating to Ethics and Compliance**

- Oversee compliance with the Company's policies and procedures regarding ethical responsibility and conduct, including the Code of Conduct and the Directors' Code of Conduct.
- Review and evaluate the procedures for the receipt, retention and treatment of complaints (including procedures for receiving and handling complaints on

a confidential and anonymous basis) regarding alleged violations of the Company's policies, procedures and standards related to ethical conduct and legal compliance, other than those relating to accounting, internal accounting controls or auditing matters, which shall be handled by the Audit Committee.

- Oversee the activities of the Company's Employee Ethics Council, Ethics Line, SAIC Hotline, Human Resources Department and any other disclosure channel or organization performing a similar role within the Company relating to the receipt and handling of ethics or compliance related complaints.
- Review and evaluate the Company's policies and procedures addressing the resolution of conflicts of interest involving the Company, its employees, officers and directors, or their immediate family members, including transactions involving the Company and such related persons.
- Review the facts, findings and resolution of any investigation involving alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving an executive officer (other than the Chief Executive Officer) or any other person or matter of concern presented to it by the Board or the Employee Ethics Council.
- Oversee the investigation of any alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving the Chief Executive Officer or an Independent Director (as defined in the Company's Corporate Governance Guidelines) and determine the appropriate resolution of the issues, including appropriate disciplinary or corrective actions.
- Review the adequacy of, and any requests for waivers under, the Code of Ethics for the Principal Executive Officer and Senior Financial Officers.
- If presented with a matter or issue appropriately addressed by the Audit Committee of the Board or other body, refer such matter or issue to the Audit Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.
- Review the effectiveness of the Company's ethics, compliance and training programs and related policies, particularly with respect to their impact on the likely treatment the Company would receive under the Federal Sentencing Guidelines.
- Review data on the frequency and range of disciplinary and corrective actions taken by the Company in response to employee misconduct, unethical behavior, violation of the Company's policies and conflict of interests and monitor the effectiveness of such actions.

### **3. Oversight of Corporate Responsibility.**

- Except for matters otherwise delegated by the Board to another committee, review the Company's policies and practices in the areas of corporate responsibility including, but not limited to, safety and protection of the environment.

- Monitor the Company's policies and practices with respect to contributions to charitable, educational and other tax-exempt organizations.
  - Review the Company's policies and practices with respect to political contributions, government relations and political action committees.
  - Review such political, social and environmental issues that may affect the business operations, performance, business continuity crisis planning, and public image or reputation of the Company, as determined to be appropriate and consistent with the role of this Committee.
4. **Committee Self-Evaluation.** Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board.

#### **Communications with the Committee**

The Senior Vice President, Ethics and Compliance (or such other individual or individuals with operational responsibility for the Company's compliance and ethics program) or the General Counsel shall communicate personally to the Chair of the Committee or to all members of the Committee (i) promptly on any matter involving criminal conduct or potential criminal conduct, and (ii) no less than annually on the implementation and effectiveness of the Company's compliance and ethics program.

#### **Advisors**

The Committee shall have authority to retain and obtain advice and assistance from internal or external ethics, legal or other advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve such advisor's fees, expenses and the other terms of its retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisors retained by the Committee.

#### **Additional Duties and Responsibilities**

The Committee shall undertake such additional duties and responsibilities as the Board of Directors may from time to time prescribe.

*September 27, 2013*