

**DST SYSTEMS, INC.**  
**CHARTER OF THE CORPORATE GOVERNANCE/NOMINATING COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

**I. Committee Purposes**

The Committee's primary purposes are to:

- Identify individuals qualified to become Board members.
- Recommend nominees for election to the Board at annual shareholder meetings and when otherwise required.
- Adopt such director nomination processes and policies not set forth herein as are required to be disclosed in the annual meeting proxy statement.
- Recommend directors for appointment by the Board to committees of the Board.
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Adopt the Company's ethics policy and consider ethics policy waivers for directors and executive and financial officers, and review and/or investigate matters pertaining to the integrity of management, the Board or any committee thereof.
- Adopt the Company's separate Insider Trading Prevention Policy and review and/or investigate matters pertaining to the actions of any executive or financial officer or Board member in contravention thereof.
- Adopt written policies and procedures for the review, approval and ratification of "Related Person Transactions" as contemplated in Item 404 ("Related Person Item") of Regulation S-K under the Securities Act of 1933 and the Securities Exchange Act of 1934 (the "Exchange Act").
- Review Related Person Transactions in accordance with such policies and procedures.
- Oversee the evaluation of the Board and management.

**II. Committee Goals and Responsibilities**

The Committee's primary goals and responsibilities are to:

- A. Recommend director nominees to the Board.
1. The Committee shall consider a potential director nominated by a stockholder as eligible to serve only if timely nominated in accordance

with the procedures set forth in the Company's Bylaws. The Committee shall consider shareholder nominees in the same manner it uses to evaluate other nominees, except that the Committee will consider and give such weight as it deems appropriate to input about a shareholder nominee that is received by Company management or incumbent directors.

2. In recommending a director nominee (including the re-election of an incumbent director), the Committee may take into consideration such criteria as it deems appropriate to fulfill its responsibilities set forth in the Company's Corporate Governance Guidelines.
  3. In recommending an incumbent director for re-election, the Committee shall consider the person's prior Board service, continued commitment to Board service and any changes in employment or other status that are likely to affect such person's qualifications to serve.
  4. The Committee, as it deems prudent or as requested by Company management, shall consider suggestions from members of the Board, management, or others as to potential directors.
  5. The Committee may obtain eligibility or other information from a proposed director nominee or stockholder proposing a director nominee.
  6. Selection and nomination of directors need not be subject to the processes of this Committee if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors and such requirement is disclosed in the Company's annual meeting proxy statement.
- B. Advise the Board on Board committee appointments and removals.
- C. Evaluate prior to each annual shareholder meeting, and report to the Board on, the financial literacy of the Audit Committee members and whether the Audit Committee has at least one Audit Committee Financial Expert and one Audit Committee member who has accounting or related financial management expertise.
- D. Consider, if an Audit Committee member serves on the audit committees of more than three public companies, whether such service impairs the member's effective service on the Audit Committee and recommend to the Board whether the member should be removed from the Audit Committee.
- E. Evaluate prior to each annual shareholder meeting, and report to the Board on, the independence of director nominees and Board members under applicable laws, regulations, and stock exchange listing standards.
- F. Create and implement a process for the Board to annually evaluate its own performance.

- G. Verify that the Compensation Committee periodically evaluates Chief Executive Officer performance and reviews the Company's evaluations of executive officer performance.
- H. Recommend to the Board Corporate Governance Guidelines, which at a minimum shall include the topics required to be covered by applicable laws, regulations and stock exchange listing standards and the minimum criteria for the Committee in recommending new directors.
- I. Review periodically the Corporate Governance Guidelines and recommend such modifications to the Board as it deems appropriate.
- J. Verify that the Board and each Board committee has annually evaluated its own performance.
- K. Adopt the Company's Insider Trading Prevention Policy and periodically review (and if deemed appropriate, modify) it, including a review of whether at a minimum it contains the elements prudent under applicable laws and regulations.
- L. Adopt the Company's Business Ethics and Legal Compliance Policy and periodically review (and if deemed appropriate modify) it, including a review of whether at a minimum it contains the elements required by the applicable laws, regulations, and stock exchange listing standards.
- M. Receive and evaluate reports from the Company as to any waivers of the Business Ethics and Legal Compliance Policy that may have been implicitly granted to a Board member or executive or financial officer, and consider a request by any such person for a waiver of the Policy, taking into account:
  - 1. The scope and purpose of the Policy,
  - 2. The significance of the waiver to the Company and the requestor,
  - 3. The best interests of the Company's shareholders,
  - 4. The potential effect of the waiver on the integrity or perceived integrity of the Company and the requestor, and
  - 5. Disclosure requirements.
- N. Adopt and periodically review (and if deemed appropriate modify) written policies and procedures for the Committee's review, approval and ratification of Related Person Transactions under the Related Person Item, which policies and procedures shall include:
  - 1. Review of responses to director and officer questionnaires to determine whether any executive officer, director, or five percent or more shareholder or any other person who is a "related person" under the

Related Person Item has, or has had, a direct or indirect material interest in a Related Person Transaction; and

2. Consideration of whether:
  - a. The related person serves on the Compensation Committee of the Board and if so, whether such continued service is appropriate under Rule 16b-3 of the Exchange Act; and
  - b. The Committee should ratify the transaction in view of:
    - i. The significance of the transaction to the Company,
    - ii. The best interests of the Company's shareholders,
    - iii. The materiality of the transaction to the related person and whether the transaction is significantly likely to impair any judgments an executive officer or director would make on behalf of the Company, and
    - iv. The Company's Business Ethics and Legal Compliance Policy.
- O. Review potential Related Person Transactions in view of the Related Person Transaction policies and procedures adopted by the Committee, ensure proper disclosure of any such transaction, and, if any such transaction is not approved or ratified, discuss with management a strategy for terminating or modifying the structure of the transaction.
- P. Review and/or investigate any matters pertaining to the integrity of management or the Board or any committee thereof.
- Q. Orient new Committee members to its practices and procedures.
- R. Perform such other tasks as are assigned to the Committee by the Board or (unless the Board otherwise directs) are deemed by the Committee to be appropriate to its purposes.

### **III. Evaluation of Committee Performance and Charter**

The Committee shall annually evaluate its own performance and periodically evaluate the adequacy of this Charter. The Committee shall submit to the Board the results of its evaluation and any proposed Charter modifications.

### **IV. Committee Member Qualifications**

Members of the Committee shall be independent under applicable laws, regulations, and stock exchange listing standards.

### **V. Committee Member Appointment and Removal**

- A. Members of the Committee shall be selected as provided in the Company's Bylaws.
- B. Committee members may be removed by Board action.

## **VI. Committee Structure and Operations**

- A. The Company's Bylaws govern the election of the Committee Chair, the scheduling and notice to members of special Committee meetings, the constitution of a quorum for the conduct of Committee business, the member vote necessary for Committee action, and Committee recordkeeping. The number of Committee members is determined from time to time by Board resolution.
- B. The Committee shall at a minimum meet on the day of the regularly scheduled Board meeting preceding the filing of the annual meeting proxy statement. A meeting called on the day of any other regularly scheduled Board meeting shall also be considered a regular Committee meeting. Minutes shall be kept of Committee meetings.
- C. The Committee may ask representatives of Company management, directors who are not Committee members, or others to attend meetings, to meet with consultants or Committee members and to provide pertinent information as necessary.
- D. The Committee has the authority, as it deems necessary, to delegate its responsibilities to any subcommittee, provided such delegation is not precluded by the terms of any applicable law, regulation, or stock exchange listing standard. Any decisions made by a subcommittee shall be presented to the full Committee at its next scheduled meeting.

## **VII. Committee Reporting to the Board**

The Committee shall regularly report to the Board on Committee actions (other than routine or administrative actions).

## **VIII. Committee Resources**

The Committee has the sole authority to retain a search firm to assist in identifying director candidates, approve such firm's fees and other retention terms, and terminate such firm's services. As necessary to accomplish its purpose and fulfill its goals and responsibilities, the Committee may conduct investigations, obtain advice and assistance from Company management and from internal or external legal, accounting or other advisors, and access the Company's books and records.

The Committee shall determine and advise the Company's Chief Financial Officer of the funding the Company must provide the Committee for external advisors (including without limitation search firms, counsel, and investigators) and administrative expenses necessary or appropriate in carrying out Committee duties.

**IX. Publication of Charter**

This Charter shall be posted on the Company's website.