

Corporate Development and Technology Advisory Committee Charter

I. Purpose

The Corporate Development and Technology Advisory Committee (the "Committee") of Automatic Data Processing, Inc. (the "Company") is appointed by its Board of Directors (the "Board") to act in an advisory capacity to the Board and management concerning potential acquisitions, strategic investments, divestitures, and matters of technology and innovation.

II. Organization

The Committee will consist of two or more members. The members of the Committee may be replaced by the Board at any time. The Committee meets at least once a year, and otherwise as frequently as the Committee members deem necessary. The Committee's chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation will constitute presence in person at such meeting.

A quorum of the Committee consists of a majority of its members. All recommendations of the Committee must be approved by a majority vote of the members present, unless there are only two members present, in which case such actions require a unanimous vote. The Committee will annually review its own performance and the adequacy of this Charter.

III. Authority and Responsibilities

The Committee's principal responsibilities include:

1. Review and provide guidance to management and the Board, as needed, with respect to the Company's acquisition, strategic investment and divestiture strategies, including acquisition, strategic investment and divestiture opportunities, when and as appropriate.
2. Review and provide guidance to management and the Board, as needed, with respect to the Company's innovation and technology strategies, including: (i) innovation strategy related to evolving client needs, emerging technologies, and market requirements, (ii) information technology capabilities and objectives, including product and technology talent, and (iii) significant research, development and technology infrastructure investments and expenditures.
3. Provide a report of its meetings and activities to the full Board on a regular basis.

IV. Disclosure of Charter

This Charter will be made available on the Company's Web site at "www.adp.com."