

Ceridian HCM Holding Inc.

Corporate Governance and Nominating Committee Charter

I. Committee Membership

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Ceridian HCM Holding Inc. (the “Company”) shall consist of such number of members of the Board as may be determined by the Board from time to time. The Committee shall be composed of directors who do not have any material relationship with the Company and meet all applicable independence requirements of the New York Stock Exchange, subject to any permitted phase-in rules after the Company ceases to be a “controlled company.” The members of the Committee shall be appointed by and shall serve at the pleasure of the Board for such term or terms as the Board may determine. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

II. Committee Purpose and Responsibilities

Subject to the terms of the Voting Agreement among the Company, certain affiliates and co-investors of Thomas H. Lee Partners, L.P. and Cannae Holdings, Inc., including the specific director designation rights provided therein, the purpose and responsibilities of the Committee shall be to:

- A. Make recommendations to the Board from time to time as to changes to the size of the Board or any committee thereof that the Committee believes to be advisable.
- B. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the event of a Board vacancy (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, as described in the Company’s Corporate Governance Guidelines, and such other factors as it deems appropriate. The Committee shall consider all candidates recommended by the Company’s stockholders in accordance with the procedures set forth in the Company’s annual proxy statement.
- C. Review the independence of each director in light of the independence criteria of the New York Stock Exchange and any other independence standards applicable to directors, and make a recommendation to the Board with respect to each director’s independence.
- D. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
- E. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and make recommendations to the Board with respect thereto. In nominating a candidate for committee membership, the Committee should consider any responsibilities and any qualifications set forth in the applicable committee’s charter, as well as any other factors it deems appropriate, including without limitation the

consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

- F. Develop and recommend to the Board the corporate governance principles applicable to the Company, and to review the Company's Corporate Governance Guidelines at least once per year and recommend to the Board any changes to such Guidelines.
- G. Oversee the evaluation of the performance of the Board and its committees on a continuing basis, and assist the Board in conducting an annual self-evaluation.
- H. Review the overall corporate governance of the Company and report to the Board on a regular basis, and not less than once per year, on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests.
- I. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

IV. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

V. Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

VI. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any search firm to identify director candidates, or any special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.