

Corporate Development and Technology Committee Charter

I. Purpose

The primary objectives of the Corporate Development and Technology Committee (the "Committee") of Automatic Data Processing, Inc. (the "Company") are to review and evaluate innovation strategy related to emerging or future technologies and opportunities, technology capabilities and talent, infrastructure and as appropriate, corporate development matters.

II. Organization

The Committee shall consist of three or more directors, each of whom shall be "independent" under applicable law, including the rules of the NASDAQ Stock Market (the "NASDAQ"), subject to any applicable exceptions therein.

The members of the Committee shall be appointed by the Board of Directors (the "Board") on the recommendation of the Nominating/Corporate Governance Committee. Members of the Committee may be removed at any time by action of the Board. The Committee's chairperson shall be appointed by the Board. 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.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the NASDAQ.

III. Meetings

The Committee shall meet two times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. 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.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Corporate Development and Technology Committee shall:

1. Review and evaluate with management and make recommendations to the Board, when and as appropriate, with respect to the Company's: (i) innovation strategy related to emerging or future technologies and opportunities, (ii) information technology capabilities, including product and technology talent, and (iii) significant research, development and technology infrastructure investments and expenditures.
2. Receive and review corporate development transaction activity and performance updates, as appropriate.
3. Report regularly to the Board on its activities, as appropriate.

V. Committee Resources

The Committee shall have the resources and the authority to discharge its duties and responsibilities, including to obtain advice and to select, retain, terminate and approve the fees and other retention terms of external legal, accounting, consulting or other experts or advisors as it deems appropriate, without seeking approval of the Board or management. The Committee may request any officer or employee of the Company or the Company's outside counsel or advisors to attend a meeting of the Committee or to meet with any members of the Committee.

VI. Disclosure of Charter

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