

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.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- 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 nominated in accordance with the procedures set forth in the Company's Bylaws.
 2. In recommending a director nominee (including the re-election of an incumbent director), the Committee shall (a) consider the nominee's reputation and affiliations and whether the nominee meets the standards and has the qualities and experience to fulfill the responsibilities set forth in the Company's Corporate Governance Guidelines, and (b) evaluate the nominee's independence from the Company and other qualifications if independence or other qualifications are necessary or desirable under applicable laws, regulations and stock exchange listing standards to meet requirements for Board composition or to fill Board committees.
 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, shareholders, and management 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.
- 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 who are to be independent under applicable laws, regulations, and stock exchange listing standards for purposes of Board or Board committee service.
- F. Create and implement a process for the Board to annually evaluate its own performance.
- G. Verify that the Compensation Committee has periodically evaluated CEO performance, and that it has periodically reviewed the Company's evaluation of executive officer performance.
- H. Recommend to the Board Corporate Governance Guidelines, which, at a minimum shall include:
1. The topics required to be covered by applicable laws, regulations and stock exchange listing standards.
 2. The following minimum criteria for selecting new directors:
 - a. The nominee's election or appointment would not cause the makeup of the Board to have less than a majority of directors who are independent under applicable laws, regulations, and stock exchange listing standards.
 - b. The Committee believes that the nominee would prepare for and regularly attend meetings of the Board and of any Board committees on which he or she is to serve.
 - c. The nominee possesses the experience, reputation or affiliations befitting a director of a large publicly held company.

- 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. Review periodically the Company's Business Ethics and Legal Compliance Policy, including a review of whether at a minimum it contains the elements required by the applicable laws, regulations, and stock exchange listing standards.
- L. Consider any request by a Board member, executive or financial officer for a waiver of the Company's Business Ethics and Legal Compliance Policy, and receive and evaluate reports from the Company as to waivers that may have been implicitly granted to any such individual.
- M. Orient new Committee members to its practices and procedures.
- N. 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. Annual Committee Performance Evaluation

The Committee shall annually evaluate its own performance and 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 number of Committee members, 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.
- B. The Committee shall meet on the day of the regularly scheduled Board meeting preceding the annual organizational Board meeting. A meeting called on the day of any other regularly scheduled Board meeting shall be considered a regular Committee meeting.
- C. The Committee may ask representatives of Company management, directors who are not Committee members, or others to attend meetings 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.

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 Company 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 for Committee use of search firms and external advisors, investigations, and ordinary administrative expenses necessary or appropriate in carrying out Committee duties.

IX. Publication of Charter

This Charter shall be posted on the Company's website as required by applicable laws, regulations, and stock exchange listing standards.