

**HMS HOLDINGS CORP.  
MERGERS & ACQUISITIONS COMMITTEE CHARTER**

**A. PURPOSE**

The Mergers & Acquisitions Committee (the “M&A Committee”) of the Board of Directors (the “Board”) of HMS Holdings Corp. (the “Company”) is established by the Board to review and assess, and assist the Board in reviewing and assessing, potential acquisitions, strategic investments, joint ventures and divestiture transactions.

**B. STRUCTURE AND MEMBERSHIP**

1. **Number.** The M&A Committee shall consist of at least three members of the Board.
2. **Chair.** Unless the Board elects a Chair of the M&A Committee, the M&A Committee shall elect a Chair by majority vote.
3. **Compensation.** The compensation of the M&A Committee members shall be as determined by the Board.
4. **Selection and Removal.** Members of the M&A Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board may remove members of the M&A Committee from such committee at any time, with or without cause.

**C. AUTHORITY AND RESPONSIBILITIES**

1. **General.** The M&A Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.
2. **Scope.** In exercising its authority and carrying out its responsibilities, the M&A Committee may engage in the following:
  - (a) review and make recommendations to the Board with respect to the Company’s acquisition, investment, joint venture and divestiture strategies;
  - (b) assist management with the identification and review of acquisition, investment, joint venture and divestiture opportunities, when and as appropriate;
  - (c) to the extent authorized by the Board, approve acquisitions, divestitures, joint ventures and investments up to a specified dollar limit, and in accordance with any other relevant parameters, in each case, established by the Board;
  - (d) make recommendations to the Board as to proposed acquisitions, investments, joint ventures and divestitures (not otherwise approved pursuant to subsection (c));
  - (e) review and make recommendations to the Board with respect to the relevant terms for each acquisition, divestiture, joint venture and investment transaction; and

(f) evaluate the execution, financial results and integration, as applicable, of completed transactions.

3. **Additional Duties.** The M&A Committee shall have such other duties as may be delegated from time to time by the Board and are not inconsistent with the terms of this Charter, the Company's bylaws and governing law.

#### **D. PROCEDURES AND ADMINISTRATION**

1. **Meetings.** The M&A Committee shall meet as often as it deems necessary in order to perform its responsibilities. The M&A Committee meetings will be governed by the quorum and other procedures generally applicable to meetings of the Board under the Company's bylaws, unless otherwise stated by resolution of the Board. The M&A Committee may also act by unanimous written consent in lieu of a meeting. The M&A Committee shall keep records of its meetings.
2. **Subcommittees.** The M&A Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. **Reports to the Board.** The M&A Committee shall report to the Board on a regular basis and as otherwise requested by the Board.
4. **Charter.** At least annually, the M&A Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. **Independent Advisors.** The M&A Committee may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisors to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The M&A Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the M&A Committee, of any independent advisors engaged by the M&A Committee.
6. **Committee Self-Evaluation.** The M&A Committee shall evaluate its own performance annually.