



Nominating and Governance Committee Charter

(Amended April 2016)

I. PURPOSE

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Medidata Solutions, Inc., a Delaware corporation (the "Company"), is to: (i) recommend to the Board the slate of director nominees for election to the Company's Board, recommend to the Board individuals to fill vacancies occurring between annual meetings of stockholders, and recommend individuals to serve as members of the standing committees of the Board; (ii) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (iii) advise the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees. The Committee shall report to the Board on a regular basis and not less than once a year.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

II. COMPOSITION

The Committee will be comprised solely of "independent directors," meaning those directors who are neither officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and each of whom is otherwise "independent" under the rules of The Nasdaq Stock Market, Inc. Candidates to fill vacancies on the Committee shall be appointed by the Board based on nominations by the Committee. The members of the Committee will serve at the discretion of the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee. If the Board does not appoint a chair, the Committee may designate one member of the Committee as its chairperson.

III. DUTIES AND RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

1. To review annually the charters of the committees of the Board, and to recommend any amendments to such charters as may be necessary or advisable.
2. To review from time to time, and recommend appropriate changes in, the size of the Board. To review all committees of the Board from time to time, and recommend appropriate changes in the responsibilities, size and membership of such committees.
3. To identify and evaluate individuals believed to be qualified to become Board members 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 case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend a nominee to fill such vacancy either through appointment by the Board or through an election by the stockholders. In nominating candidates, the Committee shall determine the criteria for selecting new directors, with reference to issues of the current composition of the Board, the Company's need for particular expertise, and such other factors as it deems appropriate. These factors may include judgment, skill, input from management concerning desired experience with businesses and other organizations, the interplay of the candidate's experience with that of the other Board members, and the extent to which a candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, the Board and/or by stockholders, but is not limited to such candidates. Such candidates will be evaluated on the same basis as any candidate identified by the Committee.
4. To review periodically the continued appropriateness of Board membership for each director, including upon a change in a director's employment or other relevant circumstances.

5. To consider nominations properly submitted by the Company's security holders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.
6. To review the independence of each Board member annually, and refer its conclusions to the Board for full discussion and approval.
7. To develop and recommend to the Board standards to be applied in making determinations as to the absence of relationships between the Company and its subsidiaries and a director which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
8. In the event that an incumbent director fails to receive the required vote for reelection, to determine whether to accept or reject the director's resignation or whether other action should be taken, and submit such recommendation for prompt consideration by the Board. The Committee may consider any factors they deem relevant in deciding whether to accept or reject a director's resignation or whether other action should be taken.
9. To identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.
10. Annually review goals and objectives of the Chief Executive Officer and President and meet with such officers to discuss their achievement.
11. Assist the Board in developing and evaluating potential successors for executive positions, including the Chief Executive Officer, and to oversee the development and implementation of executive succession plans.
12. To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
13. To review risks and exposures relating to the Company's programs and policies relating to corporate governance and director succession planning.
14. To establish procedures for the Board, on at least an annual basis, to evaluate the Board's performance and to make any recommendations to the Board that the Committee deems appropriate regarding improvements of the Board's operations.
15. In conjunction with the Company's counsel, to monitor changes in the federal securities laws, the Nasdaq Marketplace Rules, and other corporate governance standards.
16. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once per year.
17. To develop and oversee a Company orientation program for new directors.
18. Oversee the application of the Company's code of business conduct and ethics and, as appropriate, review and recommend changes to the Board concerning such code of business conduct and ethics, including reviewing questions of possible conflicts of interest of Board members and of executives, other than related party transactions reviewed by the Audit Committee, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest.
19. To exercise any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members or governance issues.

IV. MEETINGS

The Committee will meet in person or telephonically 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. The President and Chief Executive Officer, Chairman of the Board, and Chief Financial Officer of the Company may attend any meeting or meetings of the Committee, except for portions of the meetings where such presence would be inappropriate, as determined by the Committee or its chairperson. 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 produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this charter. The evaluation shall also include any recommendations to improve the charter of the Committee. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

VI. RESOURCES AND AUTHORITY

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 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.

VII. MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The chairperson of the Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at least once per year, or whenever so requested by the Board.