

## **CHARTER**

### **LEAD INDEPENDENT DIRECTOR**

#### **SAPIENT CORPORATION**

##### **Purpose**

The purpose of this charter is to set out the lead independent director's ("Lead Director") role and responsibilities.

##### **Qualifications**

The Lead Director shall be a member of the Board of Directors (the "Board") of Sapient Corporation (the "Corporation") who meets the independence requirements of the NASDAQ Stock Market, the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission.

##### **Appointment and Term**

Annually, the Governance & Nominating Committee of the Board shall be responsible for recommending a candidate for the position of Lead Director from among the independent members of the Board. Based on such recommendation, the independent members of the Board shall then elect the Lead Director. The Lead Director shall serve in that position until a successor shall have been duly elected or appointed by the Board or until the Lead Director resigns, or is otherwise removed from or replaced in that office by the Board.

##### **Responsibilities**

The specific responsibilities of the Lead Director will be as follows:

- (1) Board Leadership:
  - (a) Presides at all meetings of the Board at which the Chairman of the Board (the "Chairman") is not, or Co-Chairmen of the Board (the "Co-Chairmen") are not, as the case may be, present, including executive sessions of the independent directors, and takes the lead role in communicating to the Chairman or Co-Chairmen, as the case may be, any feedback, as appropriate.
  - (b) Assists in the recruitment of Board candidates.

- (c) Has active involvement with the Governance & Nominating Committee in Board evaluations and with respect to corporate governance procedures.
  - (d) Has active involvement with the Board in evaluations of the Chief Executive Officer.
  - (e) Has active involvement with the Governance & Nominating Committee in making its recommendations regarding committee membership and committee chairs.
  - (f) Works with committee chairs to ensure committee work is conducted at the committee level and succinctly reported to the Board.
  - (g) Communicates with independent directors between meetings when appropriate.
  - (h) Works to ensure that the Board functions independently of management and other non-independent directors.
  - (i) Meets with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chairman or Co-Chairmen, as the case may be, and represents such directors in discussions with management on corporate governance issues and other matters.
  - (j) Serves as Chairman in the event of unforeseen vacancy of the Chairman or both Co-Chairmen, as the case may be.
- (2) Call Meetings of Independent Directors:
- (a) Has the authority to call meetings of the independent directors.
- (3) Function as Liaison with the Chairman or Co-Chairmen:
- (a) Serves as principal liaison on Board-wide issues between the independent directors and the Chairman or Co-Chairmen, as the case may be.
  - (b) Participates with at least one other director in providing the Board performance feedback to the Chairman or Co-Chairmen, as the case may be.
- (4) Participate in Providing Information to the Board, such as Meeting Agendas and Schedules:
- (a) In conjunction with the Chairman or Co-Chairmen, as the case may be, develops an annual Board agenda with a focus on the areas of Board responsibility.

- (b) In conjunction with the Chairman or Co-Chairmen, as the case may be, develops Board meeting agendas and ensures critical issues are included, including at executive sessions.
  - (c) Advises the Chairman or Co-Chairmen, as the case may be, on the quality, quantity, appropriateness and timeliness of information provided to the Board.
  - (d) Serves as a liaison between the independent directors and the Chief Executive Officer to ensure that any additional information requested by the Board members is included in the materials prepared by management for the Board.
  - (e) Reviews meeting dates and schedules in advance to assure that there is sufficient meetings and time for discussion of all agenda items.
- (5) Recommend Outside Advisors and Consultants:
- (a) Recommends to the Board the retention of outside advisors and consultants who report directly to the Board on board-wide issues.
- (6) External Communication:
- (a) Is available, when appropriate, for consultation and direct communication with rating agencies, regulators and other external constituencies, as needed.
  - (b) Attends annual meeting of stockholders.
  - (c) Serves as a contact for stockholders wishing to communicate with the Board other than through the Chairman or Co-Chairmen, as the case may be.

### **Board Committees**

The Lead Director shall serve as a member of the Governance & Nominating Committee, and may be selected to chair that committee. Further, the Lead Director may serve on, and may chair, any regular or special committee of the Board. The Lead Director may consult with the Governance & Nominating Committee on the membership and leadership of standing and special Board committees.

### **Charter Review**

The Governance & Nominating Committee shall review and reassess the adequacy of this Charter annually.