

## **CHARTER**

### **GOVERNANCE & NOMINATING COMMITTEE**

#### **SAPIENT CORPORATION**

##### **Purpose**

The purpose of the Governance & Nominating Committee (the “Committee”) of Sapient Corporation (the “Corporation”) is to provide counsel to the Board of Directors (the “Board”) with respect to:

- (1) Board and Board committee structure, membership and functions.
- (2) Principles and practices applicable to governance of the Corporation.

##### **Membership**

The Committee will consist of at least two members of the Board, one of whom shall be the Lead Independent Director of the Board, if any. Each Committee member will be independent of management and free from any relationship that, in the opinion of the Board, would interfere with the member’s exercise of independent judgment. The members of the Committee will meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”), the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission. The Board will, at its discretion, appoint and remove the chairperson and members of the Committee.

##### **Responsibilities**

The Committee will have the following responsibilities, in addition to such other responsibilities as may be granted to it from time to time by the Board:

- (1) Board and Board Committee Structure, Membership and Functions:
  - (a) Develop criteria for evaluation and selection of potential Director nominees.
  - (b) Review and recommend Director nominees for appointment to the Board.
  - (c) Review and recommend Director nominees for election at each Annual Meeting of Stockholders and to fill any vacancies.

- (d) Make recommendations to the Board regarding Director retirement age, tenure and removal for cause.
- (e) Retain a search firm at its discretion to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.
- (f) Periodically review and assess the Directors' compensation and make recommendations to the Board.
- (g) Adopt and periodically assess an orientation program for new Directors to enable them to understand the Corporation's business and industry. Assess the need for, and encourage, continuing education of Directors in matters affecting boards of directors in the governance of public companies.
- (h) Assess and monitor, with Board involvement, the performance of the Board.
- (i) Review any potential conflict of interest between a Director and the Corporation or between a Director and a member of senior management.
- (j) Review continued appropriateness of Board membership for Directors who retire from (or change) their employment position from that position held at the time of their Board election.
- (k) Recommend Directors for membership on and leadership of Board committees.
- (l) Evaluate whether the roles of Chairman of the Board and Chief Executive Officer should be held by separate persons and, in the case where the Board Chairman is deemed not to be independent, recommend to the Board a candidate for the position of Lead Independent Director of the Board from among the independent members of the Board.
- (m) Adopt and periodically assess policies regarding stockholder proposals for Director candidates.
- (n) Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto.

- (o) In concert with the Board, review the Corporation's policies with respect to significant issues of corporate public responsibility, including contributions.
  - (p) Annually review and reassess the adequacy of this Charter, recommend to the Board any necessary amendments and make this Charter available on the Corporation's website at [www.sapient.com](http://www.sapient.com).
  - (q) Annually review and reassess the adequacy of the Charter of the Lead Independent Director of the Board, recommend to the Board any necessary amendments and make such Charter available on the Corporation's website at [www.sapient.com](http://www.sapient.com).
  - (r) Report its actions and any recommendations to the Board on a periodic basis.
  - (s) Perform any other activities consistent with this Charter, the Corporation's Amended and Restated Bylaws and governing law as the Board or the Committee shall deem appropriate.
- (2) Corporate Governance Guidelines:
- (a) On an annual basis, review the continued appropriateness of the Corporate Governance Guidelines (the "Governance Guidelines") and recommend to the Board any necessary amendments.
  - (b) Monitor the Corporation's compliance with the Governance Guidelines, as they then are in effect.

### **Meetings**

The Committee will hold a minimum of one regular meeting annually. Action may be taken by the Committee upon the affirmative vote of a majority of the members.

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee, where appropriate. Unless otherwise specifically determined by the Committee, the Chairman of the Committee will serve as a one-person subcommittee having the authority, in his or her discretion, to act on the Committee's behalf during the periods between Committee meetings. The Committee may request reports of the actions of any subcommittee at subsequent meetings.