

## **AMENDED AND RESTATED CHARTER**

### **COMPENSATION COMMITTEE**

#### **SAPIENT CORPORATION**

##### **Purpose**

The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Sapien Corporation (the “Corporation”) in ensuring that the Corporation establishes and carries out a compensation philosophy which meets the business and financial objectives of the Corporation and to discharge the overall responsibility of the Board relating to executive compensation, produce an annual compensation report for inclusion in the Corporation’s proxy statement and perform any other tasks that the Board may prescribe from time to time or as required by applicable laws, rules or regulations.

##### **Membership**

The Committee will consist of at least two members of the Board. The Committee shall be composed of directors who shall (a) satisfy the applicable independence requirements of the NASDAQ Stock Market (“NASDAQ”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”), (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended (the “Code”). 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.

In affirmatively determining the independence of any director who will serve on the Compensation Committee, all factors relevant to whether the director has a relationship to the Corporation, which is material to his or her ability to be independent from management, will be considered by the Board, including the director's source of compensation, including any consulting, advisory or other compensatory fee paid by the Corporation, or any parent or subsidiary, to the director, and whether such compensation would impair the director’s ability to make independent judgments about the Corporation’s executive compensation. In addition, in determining whether a director is eligible to serve on the Committee, the Board must consider whether the director is affiliated with the Corporation, any parent or subsidiary of the Corporation, or an affiliate of a subsidiary of the Corporation and determine whether such affiliation would impair the director’s ability to make independent judgments about the Corporation’s executive compensation .

The Committee and chairperson shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

## **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) Perform such functions, exercise such powers and consult with such persons as may be required to fulfill the responsibilities of the Committee, or additional responsibilities which may be delegated to it from time to time by the Board. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, independent legal counsel and other advisors (“Consultants”) and shall have the authority to select, retain and terminate any Consultants as it deems necessary or appropriate in its sole discretion. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, and the Corporation will provide the Committee with appropriate funding, as determined by the Committee, in its business judgment, to pay the compensation of any Consultants. The Committee may also commission various compensation studies it deems appropriate. The Committee may also invite Consultants, as well as any officer, director or employee of the Corporation, to attend meetings of the Committee or to meet with any members of the Committee.

Before selecting a Consultant, the Committee must conduct an independence assessment. To determine the independence of the Consultants, the Committee shall consider (a) any other services provided to the Corporation by the advisor’s employer; (b) the amount of fees that the advisor’s employer received from the Corporation for such services as a percentage of the total revenue of the advisor’s employer; (c) the conflict of interest policies and procedures of the advisor’s employer; (d) any business or personal relationships between the advisor and any Committee members, (e) any stock of the Corporation owned by the advisor, and (f) any business or personal relationship of the advisor or the advisor’s employer with an executive officer of the Corporation.

- (2) Approve and, as appropriate, amend the compensation plans of the Corporation (including, without limitation, their structure and terms); and administer such plans, as well any additional compensation plans that may have been approved by the Board and/or the Corporation’s stockholders (including, without limitation, benefit plans, equity incentive plans and bonus plans), in a manner consistent with their terms, including, as applicable:
  - (a) Exercise the authority granted to the Board or to the Committee under such compensation plans.
  - (b) Review and approve performance target goals established under such compensation plans and assess the achievement of such goals at the end of the relevant plan year.

- (3) Approve base salaries and other compensation (including option and other stock incentive awards and non-routine employment agreements, severance arrangements and change in control agreements) of the Executive Officers of the Corporation (including the Chief Executive Officer), and such other officers of the Corporation as the Committee may determine from time to time, in its discretion. The Chief Executive Officer may not be present during voting or deliberations regarding his or her compensation.
- (4) Facilitate and ensure that the Board annually reviews the performance of the Chief Executive Officer.
- (5) Ensure that a management succession program for the Chief Executive Officer and selected senior executives is developed and presented annually to the Board.
- (6) Annually discuss with management and evaluate the extent to which the Corporation's compensation policies and programs for all employees may create incentives that can affect risk and discuss the Corporation's management of that risk, as well as whether the Corporation's compensation programs are appropriately aligned with the Corporation's risk management.
- (7) Oversee the Corporation's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the rules of NASDAQ that, with limited exceptions, stockholders approve equity compensation plans.
- (8) Annually review and reassess the adequacy of this Charter, and make this Charter available on the Corporation's website at [www.sapient.com](http://www.sapient.com).
- (9) Report its actions and any recommendations to the Board on a periodic basis.
- (10) 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.

### **Proxy Statement Report**

The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included in the Corporation's annual proxy statement. The Committee shall produce the annual Compensation Committee Report for inclusion in the Corporation's proxy statement in compliance with the rules and regulations promulgated by the SEC.

## **Executive Compensation**

As part of its responsibility for establishing annual and long-term performance goals and objectives for the Corporation's executive officers, as well as setting the overall compensation philosophy for the Corporation, the Committee will:

- (1) Evaluate the Corporation's overall compensation philosophy with respect to its executive officers.
- (2) Evaluate and approve the base salaries of the executive officers.
- (3) Evaluate and approve the bonus plans applicable to the executive officers, and approved the target bonus compensation for each executive officer under such bonus plans.
- (4) Evaluate and approve each award of stock options, restricted stock or other stock-based compensation to the executive officers.
- (5) Evaluate the Corporation's compliance with the requirements of Section 16 of the Exchange Act and Section 162(m) of the Code, and other applicable laws, rules and regulations with respect to the compensation paid by the Corporation to its executive officers.

## **Meetings**

The Committee will hold a minimum of three regular meetings 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.