

**AMENDED AND RESTATED CHARTER
AUDIT COMMITTEE**

SAPIENT CORPORATION

Purpose

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Sapien Corporation (the “Corporation”) in its oversight of the following:

- (1) The accuracy and integrity of the Corporation’s financial statements.
- (2) The accounting and financial reporting processes of the Corporation and the audits of the financial statements of the Corporation.
- (3) The existence and operation within the Corporation of internal controls adequate to provide reasonable assurance that assets are safeguarded, transactions are properly executed and recorded and generally accepted accounting principles are consistently applied.
- (4) The Corporation’s compliance with all laws and regulations, and compliance with the Corporation’s Code of Ethics and Conduct and other corporate policies and procedures, including those related to financial risk management.
- (5) The qualifications, independence and performance of the Corporation’s independent public accountants.

Membership

The Committee will consist of at least three 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”), (b) Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (c) the other rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”) and NASDAQ. 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.

Each member of the Committee must be able to read and understand fundamental financial statements and be financially literate under the standards of NASDAQ, as determined by the Board in its business judgment, and may not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years. At least one member of the Committee must have past employment experience in finance or accounting, or other comparable background which results in the member having financial sophistication (such as being or having been a chief executive or chief financial officer

or other senior officer with financial oversight responsibilities), as determined by the Board, in its business judgment. At least one member of the Committee must be an “audit committee financial expert,” as defined by the rules and regulations promulgated by the SEC, unless otherwise determined by the Board (in which case, the absence of an “audit committee financial expert” will be disclosed in the Corporation’s periodic filings with the SEC).

No Committee member may accept any consulting, advisory or other compensatory fees from the Corporation, other than fees for Board service, nor may any Committee member be an affiliated person of the Corporation. Compensatory fees do not include receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation (provided that such compensation is not contingent in any way on continued service).

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 will have the authority to retain accountants, internal auditors or other persons with specific competence, including, without limitation, outside legal counsel, to advise the Committee or to undertake special projects or investigations which the Committee deems necessary to fulfill its responsibilities. The Corporation will provide the Committee with appropriate funding, as determined by the Committee, in its business judgment, to pay the compensation of any such accountants, advisers and other persons as well as for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- (2) Have the sole authority to select and engage, on behalf of the Corporation, independent public accountants to audit the consolidated financial statements of the Corporation, oversee the work of such accountants (including resolution of disagreements between management and such accountants regarding financial reporting) and terminate such accountants, if necessary. The Corporation’s independent public accountants will report directly to the Committee.

Consistent with Section 206 of the Sarbanes-Oxley Act of 2002, the Committee will also recommend to the Board hiring policies, including consideration of a one year “cooling off” period, for the Corporation to follow with respect to hiring employees or former employees of the independent public accountants who have been members of the Corporation's audit team.

- (3) Have the sole authority to determine the compensation of the independent public accountants. Confer with the independent public accountants and review and pre-approve the fees and scope of all auditing services and pre-approve any permitted non-audit services performed by the independent public accountants, giving effect to the “de minimis” exception for ratification of certain non-audit services set forth in Section 10A(i)(1)(ii)(B) of the Exchange Act, as well as the independence of the independent public accountants.
- (4) Ensure the rotation of audit partners of the independent public accountants, to the extent required by applicable rules and regulations, and obtain and review all reports and other information required to be provided by the independent public accountants to the Committee under applicable rules and regulations and any material written communications between the independent public accountants and management.
- (5) Ensure the Committee’s receipt from the independent public accountants of a formal written statement delineating all relationships between the independent public accountant and the Corporation, which may reasonably be thought to bear on the independence of the independent public accountant. Actively engage in a dialogue with the independent public accountant with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent public accountant and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent public accountant.
- (6) Review the annual and quarterly financial statements, MD&A and other sections of the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and the Annual Report to Stockholders, prior to filing of such materials with the SEC and recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K.
- (7) Review and discuss with the independent public accountants the matters required to be discussed by Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board (“PCAOB”) and amended from time to time.
- (8) Obtain explanations from management and the independent public accountants on whether generally accepted accounting principles have been consistently applied, whether there are any significant variations from expected or prior period results, and descriptions of any significant or unusual events or transactions.
- (9) Review the Corporation’s press releases related to its financial results and the types of information to be disclosed therein, including, without limitation, the use of “pro forma” or other non-GAAP financial information and guidance or projections regarding future performance.
- (10) Transmit to the Board, after the close of each fiscal year, financial statements certified by the independent public accountants.

- (11) Review and discuss with the officers of the Corporation, internal auditors and independent public accountants the Corporation's system of internal controls and accounting practices, and, as appropriate, report to the Board concerning the findings of the Committee. Such review may include:
- (a) Changes in accounting standards that may significantly affect financial reporting practices.
 - (b) Significant accounting accruals, reserves and estimates made by management and provisions for contingent liabilities.
 - (c) Effects of material alternative GAAP methods, and effects of off-balance sheet structures and regulatory and accounting initiatives.
 - (d) Management's handling of proposed audit adjustments identified by the independent public accountants.
 - (e) Compliance with investor and lending covenants.
 - (f) Judgments about the quality, as well as the acceptability, of the Corporation's critical accounting principles and policies and underlying estimates.
 - (g) Effectiveness of the Corporation's system of internal controls, including the security of tangible and intangible corporate assets, the security of computer systems and facilities and related contingency plans and the tone set by the Corporation's management communicating the importance of internal controls.
 - (h) Management's implementation of internal control recommendations made by the independent public accountants.
 - (i) Significant instances of employee defalcation and violations of the Corporation's Code of Ethics and Conduct and other corporate policies and procedures.
 - (j) Reports from the General Counsel with respect to compliance with laws and regulations, including those of the SEC, significant litigation and possible impact on financial results.
 - (k) Disclosures by the Corporation's Chief Executive Officer and Chief Financial Officer in connection with the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 regarding significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.
- (12) Review with the Corporation's internal auditors the overall scope and plan for audits, including authority and organizational reporting lines, adequacy of staffing and compensation and coordination with the independent public accountants. The Corporation's internal auditors will report directly to the Committee. The Committee will

review all reports prepared by the Corporation's internal auditors and all responses by management to such reports.

- (13) Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- (14) Establish rules and procedures necessary for the Committee to fulfill its responsibilities and conduct its business.
- (15) Review and discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (16) Other Committee activities will include:
 - (a) Periodic review of a summary report of the expense accounts and perquisites for all corporate officers.
 - (b) Periodic review of the status of the Corporation's position relative to tax audits, significant issues disputed by tax authorities and the status of tax reserves.
 - (c) Review and approve all related-party transactions, defined as those transactions required to be disclosed under Item 404 of Regulation S-K between the Corporation and related parties of the Corporation.
 - (d) Provide regular updates, and appropriate recommendations, to the Board regarding Committee activities.
 - (e) Review and approve any requested waivers of the Corporation's Code of Ethics and Conduct that involve the Corporation's executive officers or any other principal accounting officer or controller.
 - (f) Annually review and reassess the adequacy of this Charter, and make this Charter available on the Corporation's website at www.sapient.com.
 - (g) Report its actions and any recommendations to the Board on a periodic basis.
 - (h) 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.

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

Proxy Statement Report

The Committee will include its report in the Corporation's annual Proxy Statement, followed by the names of all Committee members, stating whether the Committee:

- (1) Reviewed and discussed the audited financial statements with management.
- (2) Discussed with the independent public accountants the matters required by Auditing Standard No. 16, as adopted by the PCAOB and amended from time to time.
- (3) Received the written disclosures and letter from the independent public accountants required by applicable requirements of the PCAOB, and discussed with the independent public accountants their independence.
- (4) Based upon the above, recommended to the Board that the audited financial statements be included in the Corporation's Annual Report on Form 10-K.

Meetings

The Committee will meet periodically (at least four times annually) with representatives of management and the independent public accountants, as necessary. Action may be taken by the Committee upon the affirmative vote of a majority of the members.

The Committee will meet at least twice annually in executive session, without representatives of the Corporation present. At such times as the Committee believes necessary, the independent public accountants, internal auditors, and senior financial management of the Corporation will meet with the Committee privately and confidentially to notify or advise it concerning any circumstances which they believe require special attention of the Committee.

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.