

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.

Membership

The Committee will consist of at least two members of the Board. 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 Global Select Market, the Securities Exchange Act of 1934, Section 162(m) of the Internal Revenue Code 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) 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 the Corporation’s independent public 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, auditors, advisers and other persons.
- (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, 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) of the Executive Officers of the Corporation, and such other officers of the Corporation as the Committee may determine from time to time, in its discretion.
 - (4) Annually review 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) Approve and retain independent compensation consultants to advise the Committee, as appropriate.
 - (7) Annually review and reassess the adequacy of this Charter.
 - (8) Report its actions and any recommendations to the Board on a periodic basis.
 - (9) Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board or the Committee shall deem appropriate.

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 has (i) reviewed and discussed the Compensation Discussion and Analysis (the "CD&A") section of the Proxy Statement with management, and (ii) recommended to the Board of Directors that the CD&A be included in the Corporation's Annual Report on Form 10-K and Proxy Statement.

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 162(m) of the Internal Revenue Code of 1986, as amended, 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.