

SAPIENT CORPORATION

GOVERNANCE AND NOMINATING COMMITTEE

POLICY REGARDING STOCKHOLDER CANDIDATES FOR NOMINATION

AS A DIRECTOR

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Sapient Corporation (the “Company”) will consider and evaluate candidates recommended by eligible stockholders for nomination for election as a Director at any annual meeting of stockholders of the Company (an “Annual Meeting”), *provided* that such recommendations are made in accordance with this Policy. The Committee will consider and evaluate candidates recommended by stockholders on the same basis as candidates recommended by other sources.

Eligibility Requirements for Submitting Nominations

The Committee is only required to consider recommendations made by stockholders or groups of stockholders (referred to, in either case, as a “Nominating Stockholder”) that, individually or as a group, have beneficially owned at least 1% of the outstanding shares of the Company’s Common Stock for at least one year prior to the date the Nominating Stockholder submits such candidate for nomination as a director. Each Nominating Stockholder may submit only one candidate to the Committee for consideration.

The aggregate number of candidates that the Committee will be required to consider and evaluate under this Policy with respect to any Annual Meeting shall be limited to the number set forth below:

<u>Number of Board Members</u>	<u>Number of Candidate(s):</u>
8 or fewer	1
More than 8 but fewer than 20	2
20 or more	3

If the Company receives recommendations from Nominating Stockholders for more than the maximum number of candidates set forth above, the Committee will review and evaluate for possible nomination those candidates recommended by the Nominating Stockholders with the highest level of beneficial ownership of the Company’s Common Stock, until the Committee has evaluated the maximum number of candidates as set forth above.

Procedures

A Nominating Stockholder must submit his, her or its recommendation of a candidate for consideration as a Director nominee in writing. The submission must be delivered, by registered or certified mail (return receipt requested), to the Board, in care of the General Counsel of the

Company, at the address listed as Company headquarters on the Company's Web site or in its most recent filing with the Securities and Exchange Commission (the "SEC").

The submission must be received not later than the 120th calendar day before the anniversary of the date the prior year's Annual Meeting proxy statement was released to stockholders. The submission must contain the following information:

- (a) The name, address and number of shares of Common Stock beneficially owned by the Nominating Stockholder; and (b) (if the Nominating Stockholding is not a natural person) the name and address of all beneficial owners of more than 5% of the equity interests of the Nominating Stockholder;
- If the Nominating Stockholder is a group, the submission must also include: (a) the name, address and number of shares of Common Stock beneficially owned by each participant in such group; and (b) (if any such participant is not a natural person) the name and address of all beneficial owners of more than 5% of the equity interests of such participant;
- A representation that the Nominating Stockholder meets the requirements set forth in this Policy and will continue to meet them through the date of the upcoming Annual Meeting.
- If the Nominating Stockholder is not a registered holder of Company Common Stock, the Nominating Stockholder must provide evidence of eligibility as provided in Securities Exchange Act Rule 14a-8(b)(2);
- A description of all relationships, arrangements or understandings (whether written or oral and whether current or existing at any time during the prior 36 months) between or among the Nominating Stockholder (or any participant in a Nominating Stockholder group) and: (a) the candidate; or (b) any other person or entity related to or affiliated with the candidate, or (c) any entity in which the candidate holds a position or interest (and, in the case of (b) and (c), naming such person or entity);
- All information regarding the candidate that the Company would be required to disclose in a proxy statement filed pursuant to SEC rules and regulations with respect to a meeting at which the candidate would stand for election;
- Confirmation that the candidate is independent, with respect to the Company, under the independence requirements established by the Company, the SEC and the Nasdaq National Market; or, if the candidate is not independent under such requirements, a description of the reasons therefore;
- The consent of the candidate to be named as a nominee and to serve as a Director, if nominated and elected;
- The consent of the Nominating Stockholder to be named as the source of recommendation for such candidate;

- A representation signed by the candidate that, if elected, he or she will:
 - Represent all stockholders of the Company in accordance with applicable laws, and with the Company's certificate of incorporation, by-laws and other policies;
 - Comply with all rules, policies and requirements applicable generally to non-employee Directors;
 - Execute a Non-Disclosure Agreement which the Company has prepared and deemed appropriate for non-employee Directors; and
 - Upon request, complete and sign a customary Directors and Officers Questionnaire.

In addition, the Committee may require the candidate to furnish such other information as it may reasonably require or deem necessary to determine the eligibility of such candidate to serve as a Director.

Additional Committee Authorization

The Committee is authorized, at any time, to interpret, amend or terminate this Policy, or to adopt such additional rules and procedures as the Committee may deem appropriate for the purpose of implementing this Policy.