

## **CHARTER**

### **GOVERNANCE & NOMINATING COMMITTEE**

#### **SAPIENT CORPORATION**

##### **Purpose**

The purpose of the Governance & Nominating Committee (the “Committee”) of Sapiient 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. 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 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.
  - (d) Make recommendations to the Board regarding Director retirement age, tenure and removal for cause.

- (e) Periodically review and assess Directors' compensation and make recommendations to the Board.
  - (f) 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.
  - (g) Assess and monitor, with Board involvement, the performance of the Board.
  - (h) 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.
  - (i) Recommend Directors for membership on Board committees.
  - (j) Adopt and periodically assess policies regarding stockholder proposals for Director candidates.
  - (k) Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto.
  - (l) In concert with the Board, review the Corporation's policies with respect to significant issues of corporate public responsibility, including contributions.
  - (m) Annually review and reassess the adequacy of this Charter.
  - (n) Report its actions and any recommendations to the Board on a periodic basis.
  - (o) Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board or the Committee shall deem appropriate.
- (2) Governing Principles and Practices:
- (a) Recommend to the Board, and review the continued appropriateness of, Governance Principle and Practices applicable to the Corporation (the "Governance Rules"). [NOTE: See Attachment I hereto for Governance Rules effective on the last amendment date of this Charter.]
  - (b) Monitor the Corporation's compliance with the Governance Rules, 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.

**SAPIENT CORPORATION  
GOVERNANCE PRINCIPLES AND PRACTICES**

A. Principal Responsibilities of the Board

1. Long-Range Strategy Issues

The Board will advise Management with respect to, and will participate in the long-range strategic development of, the Corporation's business. These issues will be routinely addressed at regular Board meetings. Additionally, the Board will annually hold a special session dedicated to strategic planning issues.

2. Business and Financial Procedures and Performance

The Board will establish limits governing Management's authorization to:

- a. Make capital and other expenditures; and
- b. Enter into client and other contracts.

The Board will review the Corporation's annual operating plan each fiscal year, as well as performance against the plan throughout the year.

3. Compliance with Law and Maintenance of Ethical Business Environment

The Board recognizes the importance of the Corporation's operating as an ethical and law-abiding company. The Audit Committee of the Board will oversee compliance with the Corporation's Code of Ethics and Conduct (the "Code"). Such other ethical and legal oversight responsibilities will be fulfilled as required by law or as is otherwise directed by the Board.

4. Performance Evaluation of the Chief Executive Officer

The Board will annually evaluate the Chief Executive Officer. Among other factors, such evaluation will be based on performance of the business, achievement of the Corporation's short- and long-term financial and strategic objectives and development of key management talent.

5. Succession Planning

The Board is responsible for approving a succession plan for the Chief Executive Officer and other key officers of the Corporation. The Chief Executive Officer will, at least annually:

- a. Report to the Board on succession planning with respect to key senior management; and
- b. Recommend to the Board a successor Chief Executive Officer, in the event that the Chief Executive Officer unexpectedly cannot serve.

B. Structure and Operations of the Board

1. Size of the Board

It is the sense of the Board that between seven and ten members is an appropriate size for the Board.

2. Outside Directors

The Board believes that, with the exception of the Chief Executive Officer, Board members should be outside Directors with no management relationship to the Corporation. Unless otherwise approved by the Board, all outside Directors will meet the independence requirements of the NASDAQ Global Select Market, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission.

3. Leadership

An independent Director will serve as the Corporation's Chairman, provided that if a Chairman later is appointed who is not an independent Director, the independent Directors will appoint a Lead Director, to act as a "check and balance" with respect to Board leadership.

The Chairman is responsible for:

- a. Establishing the agenda for each Board meeting.
- b. Ensuring that independent Directors' viewpoints are taken into account during agenda-setting and in Board discussions.
- c. Overseeing Board Committee actions and progress.

- d. Convening and setting the agenda for Board executive sessions.
- e. Scheduling an appropriate number of Board meetings and determining corporate governance procedures.

4. Director Nominations

The nomination of Director candidates for appointment or election to the Board is the responsibility of the Corporation's Governance and Nominating Committee. Although not determinative, the Board believes that the following factors should be considered when nominating Directors: industry background; financial expertise; management experience guiding organizations through growth cycle stages; global expertise; and diversity.

Directors will not stand for re-election at any Annual Meeting of Stockholders that occurs after they reach age 70, unless the Board elects to waive this prohibition in specific situations.

5. Employment Status

Each outside Director will report changes in his or her employment status to the Governance & Nominating Committee. The Committee, in consultation with the Chairman of the Board, will consider any effects these changes may have on the effectiveness of the Director's contribution to the work of the Board.

6. Conflicts of Interest and Time Commitment

In order to comply with the Clayton Act and prevent other conflicts of interest, Directors who wish to join the board of directors of any other company will review this matter with the Corporation's General Counsel before agreeing to join such other board.

A Director may not serve on more than four boards of directors of public companies (including the Board of this Corporation).

7. Information Flow

For each meeting of the Board, Management will provide the Directors with explanatory information related to the Board's duties at the meeting. This information will be delivered sufficiently in advance of the meeting to permit appropriate review.

C. Director Stock Ownership Guidelines

The Board believes that significant stock ownership by Board members further aligns their interests with the interests of the Corporation's stockholders. Accordingly, the Board encourages each non-management Board member to own shares of the Corporation's common stock valued at two times his or her annual Board retainer fee.

The Board's expectation is that Directors will meet this stock ownership level within three years of the adoption of these Guidelines [*adoption date: May 24, 2005*] or, if later, within three years of first appointment to the Board.

Stock that counts toward satisfaction of these Guidelines includes: (a) shares of Common Stock owned outright by the Director and his or her immediate family members who share the same household, whether held individually or jointly; (b) restricted stock or restricted stock units, in each case where the restrictions have lapsed; (c) shares acquired upon stock option exercise; and (d) shares purchased in the open market. Shares held in trust may be included. However, due to the complexities of trust accounts, requests to include shares held in trust should be submitted to the Secretary and the Chairman. The Chairman will make the final decision as to whether to include those shares. Any open market purchase of Common Stock must be made in an open trading window and with advance notice to, and in coordination with, the Secretary.

Instances may occur where these Guidelines would place a severe hardship on a Director, although the Board expects that these instances will be rare. The Chairman will make the final decision as to whether a Director would experience such hardship and, if so, will strive to develop an alternative stock ownership guideline that reflects the intention of these Guidelines and such Director's personal circumstances.