

PAREXEL INTERNATIONAL CORPORATION

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Compensation Committee shall be an "independent director" as defined by the applicable rules of NASDAQ.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, shall appoint members of the Compensation Committee. The Board of Directors may remove members of the Compensation Committee, with or without cause, at any time.

C. Authority and Responsibilities

General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Compensation Matters

1. Executive Officer Compensation. The Compensation Committee shall review and approve, or recommend for approval by a majority of the independent directors of the Board of Directors, executive officer (including the Company's Chief Executive Officer (the "CEO")) compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits; and other forms of executive officer

compensation. The Compensation Committee or the independent directors of the Board of Directors, as the case may be, shall meet without the presence of executive officers when approving CEO compensation but may, in its or their discretion, invite the CEO to be present during approval of other executive officer compensation.

2. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans and may in addition itself approve tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not required by law or NASDAQ rule.
3. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan.
4. Director Compensation. The Compensation Committee shall periodically review the compensation of the Company's directors and present a report to the Nominating and Corporate Governance Committee comparing the Company's director compensation with that of comparable companies.
5. Compensation Committee Reports. The Compensation Committee shall prepare and furnish for filing such reports as are required under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act) and the NASDAQ rules.

Evaluation of Senior Executives

The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. The Compensation Committee shall determine the nature and frequency of the evaluation, supervise the evaluation and periodically discuss the results of the evaluation with the Board, as it deems appropriate. (In the case of senior financial executives, the Committee may undertake the evaluation in conjunction with the Audit Committee.)

Additional Powers

The Compensation Committee shall have such other duties and powers as may be delegated from time to time by the Board of Directors.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Self-Evaluation. The Compensation Committee shall, from time to time, as it deems appropriate evaluate its own performance.