

AMENDED AND RESTATED CHARTER

COMPENSATION COMMITTEE

SAPIENT CORPORATION

Purpose

The mission of the Compensation Committee (the “Committee”) is to assist the Board of Directors of the Corporation (the “Board”) 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 shall consist of at least two members of the Board. Each Committee member shall 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 shall meet the independence requirements of the Nasdaq National Market, the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission. The Board shall appoint the chairperson and members of the Committee.

Responsibilities

The Committee shall:

- (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 shall have the authority to retain the Corporation’s independent public accountants, internal auditors or other persons with specific competence, including 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 shall provide the Committee with for appropriate funding, as determined by the Committee, in its business judgment, to pay the compensation of any such advisors.
- (2) Administer compensation plans approved by the Board and/or stockholders, in a manner consistent with the terms of such plans, 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 Co-Chief Executive Officers.
- (5) Ensure that a management succession program for the Co-Chief Executive Officers 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.

Proxy Statement Report

The Committee shall include its report in the Corporation's annual Proxy Statement, followed by the names of all Committee members, stating, with respect to the preceding fiscal year, whether the Committee:

- (1) Evaluated the Corporation's overall compensation philosophy with respect to the executive officers.
- (2) Evaluated and approved the base salaries of the executive officers.
- (3) Evaluated and approved the bonus plans applicable to the executive officers, and approved the target bonus compensation for each executive officer under such bonus plans.
- (4) Evaluated and approved each award of stock options or restricted stock to the executive officers.
- (5) Evaluated 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 shall hold a minimum of three regular meetings annually.