

TNS, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Organization

The Nominating and Corporate Governance Committee of TNS, Inc. (the "Company") shall consist of at least two directors, each of whom shall be independent under the rules of the New York Stock Exchange. Committee members shall be appointed by the Board, considering the recommendation of the Nominating and Corporate Governance Committee. The Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions. Notwithstanding anything to the contrary herein, until the earlier of such time that (i) investment funds affiliated with GTCR Golder Rauner, L.L.C. ("GTCR") cease to hold at least 37.5% of GTCR's holdings of the Company's common stock immediately after the consummation of the Company's initial public offering and (ii) a GTCR designee would be prohibited from serving on the Committee under applicable law or under the rules of the New York Stock Exchange, GTCR shall have the right to designate one of the two Committee members, GTCR shall have the sole authority to remove the GTCR designee from the Committee, GTCR shall be entitled to fill any vacancy created if the GTCR designee ceases to be a member of the Committee, the Committee shall not consist of more than two members without the consent of GTCR, and no subcommittee shall be formed without the prior consent of GTCR.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose and Responsibilities

The Committee's primary purpose and responsibilities shall be:

- to develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
- to oversee evaluations of the Board, individual Board members and the Board Committees; and

- to oversee the Company's compliance with ethics policies and to consider matters of corporate governance and to develop and recommend to the Board corporate governance principles and the Company's Business Code of Conduct.

Duties

To fulfill its purpose and responsibilities, the Nominating and Corporate Governance Committee shall:

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the next annual meeting of the stockholders.
2. To develop and recommend qualification standards and other criteria for selecting nominees for director, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.
3. Establish procedures for, and administer annual performance evaluations of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.
4. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. Develop and recommend to the Board a set of Corporate Governance Guidelines, including (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) annual performance evaluation of the Board. Monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
6. Review and recommend to the Board a Code of Business Conduct for directors, officers and employees, including the Company's insider trading policy, and, based on a periodic review, make recommendations for changes as deemed appropriate.
7. Adopt policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
8. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.
9. Establish director retirement policies.

Miscellaneous

This Committee Charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.