

# PAREXEL INTERNATIONAL CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

### CHARTER

#### A. Purpose

The purpose of the Nominating and Corporate Governance Committee is to:

- Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- Identify and nominate Board members;
- Nominate Board Committee members; and
- Oversee the evaluation of the Board.
- Identify and nominate Chief Executive Officer candidates who possess the qualities and characteristics identified by the Board.

#### B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine; provided, however, that in no event shall such number of directors be less than two.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Nominating and Corporate Governance Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of the Chairman and members of the Nominating and Corporate Governance Committee shall be as determined by the Board.
5. Selection and Removal. The Board, upon the recommendation of the Committee, shall appoint members of the Nominating and Corporate Governance Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

## C. Authority and Responsibilities

1. Board and Committee Membership.
  - a. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) nominating persons for election as a director by the stockholders and nominating persons for election by the directors to fill vacancies on the Board. In making such nominations, the Nominating and Corporate Governance Committee shall consider candidates proposed by stockholders. The Nominating and Corporate Governance Committee shall apply the same criteria to, and follow substantially the same process in considering, candidates proposed by stockholders as it does with other candidates. The Nominating and Corporate Governance Committee may from time to time adopt such procedures regarding shareholder candidates for director as it deems appropriate.
  - b. Criteria for Selecting Directors. The Nominating and Corporate Governance Committee shall select director nominees in accordance with this charter, the charter of the Board of Directors and the criteria set forth in Attachment A to the Board of Directors charter. The Committee shall be responsible for reviewing with the Board, on regular basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.
  - c. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
  - d. Appointment of Presiding Director. If the Chairman of the Board is not an independent director, the Chair of the Nominating and Corporate Governance Committee shall serve as “Presiding Director.”
  - e. Evaluation of Director with Changed Responsibilities. The Nominating and Corporate Governance Committee shall review any director who retires from his or her principal current employment or who materially changes his or her current position to determine whether the director continues to satisfy the Board’s membership criteria and if the director should resign from the Board. The Nominating and Corporate Governance Committee shall also decide in each case whether the Board service of a former Chief Executive Officer of the Company shall continue.

2. Evaluation of and Response to Stockholder Proposals.

The Nominating and Corporate Governance Committee together with the Company's management and legal counsel, shall evaluate any stockholder proposal submitted to the Company in connection with any meeting of stockholders, and shall recommend to the Board the appropriate response to such proposal. The Committee may delegate any of its responsibilities under this section to a subcommittee of the Committee or any other duly constituted Board committee that is comprised of independent directors

3. Corporate Governance.

- a. Board of Directors Charter. The Nominating and Corporate Governance Committee shall develop and recommend to the Board a charter for the Board setting forth corporate governance guidelines and principles. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Board of Directors charter and recommend proposed changes to the Board for approval.
- b. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

4. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall identify and periodically review the qualities and characteristics necessary for effective senior executive officers. With these principles in mind, the Nominating and Corporate Governance Committee will review and report periodically to the Board on the development and progression of potential internal candidates against these standards. The Nominating and Corporate Governance Committee will also develop and monitor plans for succession in the event of an unplanned vacancy.

5. Director Compensation. The Nominating and Corporate Governance Committee shall periodically review and make recommendations to the Board of Directors with respect to 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.

6. Oversight of Board and Committee Spending. The Nominating and Corporate Governance Committee shall oversee the spending of the Board and its Committees.

**D. Committee Procedures and Administration.**

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less than two times per year. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
3. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend proposed changes to the Board for approval.
4. Self-Evaluation. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, evaluate its own performance.