

## **Sykes Enterprises, Incorporated**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Committee's Purpose**

The primary purposes of the Nominating and Corporate Governance Committee of Sykes Enterprises, Incorporated (the "Company") are to:

1. Identify individuals qualified to become members of the board of directors of the Company and its subsidiaries;
2. Recommend to the board of directors of the Company ("Board of Directors") director nominees for election at the annual meeting of shareholders or for election by the Board of Directors to fill open seats between annual meetings;
3. Recommend to the Board of Directors committee appointments for directors;
4. Develop and recommend to the Board of Directors corporate governance guidelines applicable to the Company; and
5. Monitor the Company's compliance with good corporate governance standards.

Each member of the Committee shall be entitled to rely on information, opinions, and reports prepared or presented by an officer or employee of the Company whom the Committee member reasonably believes is reliable and competent in the matters presented.

#### **Committee Membership**

The Nominating and Corporate Governance Committee shall be composed of [three] or more directors as determined from time to time by resolution of the Board of Directors. Each member of the Nominating and Corporate Governance Committee must satisfy the independence requirements of the Nasdaq Stock Market and such additional regulatory or listing requirements as the Board of Directors may determine to be applicable or appropriate, and shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a committee member. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate governance.

The members of the Nominating and Corporate Governance Committee shall be appointed by the Board of Directors. The Chairman of the Nominating and Corporate Governance Committee shall be designated by the Board of Directors. The Nominating and Corporate Governance Committee members are appointed by and serve at the pleasure of the Board of Directors and may be replaced at any time by the Board of Directors.

#### **Committee Operations**

The Nominating and Corporate Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but no less than four times each year, and shall meet at such times and places as the Nominating and Corporate Governance Committee shall determine. The Nominating and Corporate Governance Committee may request any officer or employee of the Company,

outside counsel, or special outside counsel to the Committee to attend a meeting of the Nominating and Corporate Governance Committee or to meet with members of, or advisors to, the Nominating and Corporate Governance Committee.

Minutes of each meeting of the Nominating and Corporate Governance Committee shall be prepared and distributed to each director of the Company after each meeting of the Committee. The Committee shall report to the Board of Directors with respect to its meetings. The operations of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and the Florida Business Corporation Act.

### **Committee Responsibilities**

Set forth below are the principal functions of the Nominating and Corporate Governance Committee. These functions shall serve as guidelines for the Committee with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures that the Committee deems appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes set forth in this Nominating and Corporate Governance Committee Charter.

#### **A. Nomination Related Responsibilities**

1. Develop and recommend to the Board of Directors guidelines and criteria as to the desired qualifications of candidates for director of the Company.
2. Lead the search for qualified directors, review qualifications of individuals suggested as potential candidates for director of the Company, including candidates suggested by shareholders, and consider for nomination such individuals who are deemed qualified, including candidates proposed by the Company's stockholders in accordance with the Company's Bylaws.
3. Recommend to the Board of Directors the nominees to be proposed by the Board of Directors for election as directors of the Company at the annual meeting of shareholders.
4. Recommend to the Board of Directors candidates for election as directors of the Company to fill open seats on the Board of Directors between annual meetings, including vacancies created by an increase in the authorized number of directors.
5. **[Recommend to the Board of Directors for its approval directors to serve as members of each committee of the Board of Directors] [and designate the chair of each such committee].**

#### **B. Corporate Governance Related Responsibilities**

1. Develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines which, at a minimum, comply with any applicable law. The Nominating and Corporate Governance Committee shall review the guidelines on an annual basis and recommend changes as necessary.

2. Annually review the Company's Code of Conduct and Ethics and recommend to the Board of Directors modifications as necessary.
3. Monitor, oversee, and review compliance by the Company's directors, officers, and employees with the Company's Code of Conduct and Ethics and Corporate Governance Policies and report its findings to the Board of Directors.
4. Review requests by directors to accept a seat on any board of directors of any other company which has a class of securities registered under §12 or §15(d) of the Securities Exchange Act of 1934, as amended ("public company"), and refer the matter to the Board of Directors with the Nominating and Corporate Governance Committee's recommendation whether such request should be approved.
5. Consider issues involving possible director conflicts of interest.
6. Periodically review and assess the Company's Articles of Incorporation and Bylaws, and, as appropriate, recommend changes thereto to the Board of Directors for its approval.
7. Monitor the Company's compliance with its Articles of Incorporation and Bylaws and the regulations governing public companies.
8. Annually assess the performance of the Board of Directors as a whole, discuss such assessment with the Board of Directors, and, as appropriate, recommend changes, including, but not limited to, changes in the Board of Directors' size, composition, policies and procedures.
9. Provide comments and suggestions to the Board of Directors concerning the committee structure of the Board of Directors, committee operations, committee member qualifications, and committee member appointment.
10. Provide oversight of the performance and effectiveness of the self-evaluation process for the Board of Directors and its committees.

Review succession planning and development strategies for senior level positions and executive officers of the Company.