

CHARTER
GOVERNANCE & NOMINATING COMMITTEE
SAPIENT CORPORATION

Purpose

The purpose of the Governance & Nominating Committee (the “Committee”) of Sapient Corporation (the “Corporation”) is to provide counsel to the Board of Directors (the “Board”) with respect to:

- A. Board and Board committee structure, membership and functions.
- B. Principles and practices applicable to governance of the Corporation.

Membership

The Committee will consist of at least two members of the Board. Each Committee member will 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 will 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 will appoint the chairperson and members of the Committee.

Responsibilities

The Committee will have the following responsibilities, in addition to such other responsibilities as may be granted to it from time to time by the Board:

- A. Board and Board Committee Structure, Membership and Functions.
 - 1. Develop criteria for evaluation and selection of potential Director nominees.
 - 2. Review and recommend Director nominees for appointment to the Board.
 - 3. Review and recommend Director nominees for election at each Annual Meeting of Stockholders.
 - 4. Make recommendations to the Board regarding Director retirement age, tenure and removal for cause.

5. Assess and monitor, with Board involvement, the performance of the Board.
6. Review continued appropriateness of Board membership for Directors who retire from (or change) their employment position from that position held at the time of their Board election.
7. Recommend Directors for membership on Board committees.
8. Adopt and periodically assess policies regarding stockholder proposals for Director candidates.

B. Governing Principles and Practices

1. Recommend to the Board, and review the continued appropriateness of, Governance Principle and Practices applicable to the Corporation (the “Governance Rules”). [NOTE: *See Attachment I* hereto for Governance Rules effective on the adoption date of this Charter.]
2. Monitor the Corporation’s compliance with the Governance Rules, as they then are in effect.

SAPIENT CORPORATION
GOVERNANCE PRINCIPLES AND PRACTICES

A. Principal Responsibilities of the Board

1. Long-Range Strategy Issues

The Board will advise Management with respect to, and will participate in the long-range strategic development of, the Corporation's business. These issues will be routinely addressed at regular Board meetings. Additionally, the Board will annually hold a special session dedicated to strategic planning issues.

2. Business and Financial Procedures and Performance

The Board will establish limits governing Management's authorization to:

- a. Make capital and other expenditures; and
- b. Enter into client and other contracts.

The Board will review the Corporation's annual operating plan each fiscal year, as well as performance against the plan throughout the year.

3. Compliance with Law and Maintenance of Ethical Business Environment

The Board recognizes the importance of the Corporation's operating as an ethical and law-abiding company. The Audit Committee of the Board will oversee compliance with the Corporation's Code of Ethics and Business Conduct (the "Code"). Such other ethical and legal oversight responsibilities will be fulfilled as required by law or as is otherwise directed by the Board.

4. Performance Evaluation of the Co-Chief Executive Officers

The Board will annually evaluate the Co-Chief Executive Officers. Among other factors, such evaluation will be based on performance of the business, achievement of the Corporation's short- and long-term financial and strategic objectives and development of key management talent.

5. Succession Planning

The Board is responsible for approving a succession plan for the Co-Chief Executive Officers and other key officers of the Corporation. The Co-Chief Executive Officers will, at least annually:

- a. Report to the Board on succession planning with respect to key senior management; and
- b. Recommend to the Board a successor Chief Executive Officer, in the event that both Co-Chief Executive Officers unexpectedly cannot serve.

B. Structure and Operations of the Board

1. Size of the Board

It is the sense of the Board that between seven and ten members is an appropriate size for the Board.

2. Outside Directors

The Board believes that, with the exception of the Co-Chief Executive Officers, Board members should be outside Directors with no management relationship to the Corporation. Unless otherwise approved by the Board, all outside Directors 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.

3. Leadership

The independent Directors have determined that the Corporation's Co-Chief Executive Officers should be permitted to continue serving in the simultaneous dual capacity of Co-Chairmen. The Board will periodically review and assess the advantages and disadvantages of having the Chair position be held by the Co-Chief Executive Officers.

The independent Directors have established the position of independent Lead Director, to act as a "check and balance" with respect to Board leadership. The Lead Director is responsible for:

- a. Establishing, together with the Co-Chairmen, the agenda for each Board meeting.
- b. Ensuring that independent Directors' viewpoints are taken into account during agenda-setting and in Board discussions.
- c. Serving as liaison between the Co-Chairmen and the independent Directors.
- d. Acting as spokesperson for the independent Directors vis-à-vis the Co-Chairmen and the Corporation.
- e. Overseeing Board Committee actions and progress.
- f. Convening and setting the agenda for Board executive sessions.
- g. Together with the Co-Chairmen, scheduling an appropriate number of Board meetings and determining corporate governance procedures.

4. Director Nominations

The nomination of Director candidates for appointment or election to the Board is the responsibility of the Committee. Although not determinative, the Board believes that the following factors should be considered when nominating Directors: industry background; financial expertise; management experience guiding organizations through growth cycle stages; global expertise; and diversity.

Directors shall not stand for re-election at any Annual Meeting of Stockholders that occurs after they reach age 70, unless the Board elects to waive this prohibition in specific situations.

5. Employment Status

Each outside Director shall report changes in his or her employment status to the Committee. The Committee, in consultation with the Co-Chairmen of the Board, will consider any effects these changes may have on the effectiveness of the Director's contribution to the work of the Board.

6. Conflicts of Interest

In order to comply with the Clayton Act and prevent other conflicts of interest, Directors who wish to join the board of directors of any other company shall review this matter with the Corporation's General Counsel before agreeing to join such other board.

7. Information Flow

For each meeting of the Board, Management will provide the Directors with explanatory information related to the Board's duties at the meeting. This information will be delivered sufficiently in advance of the meeting to permit appropriate review.