

SAPIENT CORPORATION CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Sapiient Corporation (the “Corporation”) has adopted the following guidelines governing the Board’s functions, composition, and performance. These guidelines are a statement of policy and are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law. Together with the Corporation’s Amended and Restated Bylaws, the Second Amended and Restated Certificate of Incorporation, and charters of the Board’s committees and Lead Independent Director, these guidelines form the overall governance framework by which the Corporation and Board ensure good corporate management and governance. These guidelines are subject to periodic review by the Governance & Nominating Committee of the Board and to modification from time to time by the Board.

A. Principal Responsibilities of the Board

The Board oversees management of the Corporation’s business and affairs for the benefit of the Corporation’s stockholders, and may exercise all powers of the Corporation except as otherwise prohibited by law, the Corporation’s certificate of incorporation, or its bylaws. The principal responsibilities of the Board include:

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, Risk Oversight and Financial Procedures and Performance

The Board will oversee the conduct of the Corporation’ business and will assess the Corporation’s business risks to evaluate whether the business is being properly managed.

Additionally, 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 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 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 Chief Executive Officer

The Board will annually evaluate of the performance of the Chief Executive Officer. The Compensation Committee will facilitate such evaluation process for the Board. 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 Chief Executive Officer and other key officers of the Corporation. The Chief Executive Officer 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 the Chief Executive Officer 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 Chief Executive Officer, Board members should be outside Directors with no current management relationship to the Corporation. Unless otherwise approved by the Board, all outside Directors will meet the independence requirements of the NASDAQ Stock Market ("NASDAQ"), the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission. The Board is also responsible to make an affirmative determination that no relationship exists which, in the opinion of the Board, would interfere with the exercise

of independent judgment in carrying out an independent Director's responsibilities. The Board will make such a determination upon review of information provided by the Director and management with regard to the Director's business and/or personal activities in relation to the Corporation.

3. Board Leadership

The Governance & Nominating Committee of the Board, consisting of independent Directors, evaluates the leadership structure of the Board and has responsibility for recommending candidates to the Board as nominees for annual election as Chairman (or Co-Chairmen) of the Board, and, if applicable, Lead Independent Director. The Chairman (or Co-Chairmen, each of whom shall be considered a Chairman for purposes of these guidelines) may or may not be the Chief Executive Officer of the Corporation. The Governance & Nominating Committee will, as part of its annual review, consider whether the position of Chairman should be held by the Chief Executive Officer or an independent Director, and, if by the Chief Executive Officer, those measures to be taken as part of the succession plan for the Chief Executive Officer.

a. Chairman of the Board

The Chairman of the Board shall preside at Board and stockholder meetings, and perform such other duties, and exercise such powers, as may be prescribed in the Corporation's Amended and Restated Bylaws or by the Board of Directors.

b. Lead Independent Director

If the Chairman of the Board and Chief Executive Officer are the same person, the Board of Directors will annually elect an independent Director to serve as Lead Independent Director. The Lead Independent Director presides at any Board meeting at which the Chairman is not present and is actively involved with Board leadership activities and Board committee actions.

The Chairman of the Board, in conjunction with the Lead Independent Director, is principally responsible for:

- a. Establishing the agenda for each Board meeting.
- b. Ensuring that independent Directors' viewpoints are taken into account during agenda-setting and in Board discussions.
- c. Overseeing Board Committee actions and progress.

- d. Convening and setting the agenda for Board executive sessions.
- e. Scheduling an appropriate number of Board meetings and determining corporate governance procedures.

Duties specific to the Lead Independent Director are determined by the Governance & Nominating Committee and are outlined in the Lead Independent Director Charter.

4. Director Nominations

The Board nominates Director candidates for appointment or election to the Board at the recommendation of the Governance & Nominating 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 will 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 will report changes in his or her employment status to the Governance & Nominating Committee. The Committee, in consultation with the Chairman 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 and Time Commitment

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 will review this matter with the Corporation's General Counsel before agreeing to join such other board.

In order to comply with the Sarbanes-Oxley Act of 2002, the Corporation is prohibited from making loans to its officers and Directors.

Directors are expected to prepare for, attend and participate in Board meetings and meetings of Committees on which they serve.

A Director may not serve on more than four boards of directors of public companies (including the Board of this Corporation) and if serving on the Audit Committee, may not serve on more than two other audit committees, unless otherwise agreed to by the Governance & Nominating

Committee. If the CEO is a Director, the CEO should not serve on the board of more than two other public companies.

7. Frequency of Meetings/Meeting Attendance

An appropriate number of Board meetings are scheduled in advance to occur throughout the year. Typically, the Board conducts regular meetings at least four times per year, but meetings may be called at any time, upon appropriate notice, to address the needs of the Corporation. Additionally, the Board and its committees may, from time to time, take action by unanimous written consent.

The Board believes individual Directors are responsible for making themselves available to (a) attend scheduled and special Board and committee meetings, (b) take actions by unanimous written consent, and (c) attend the Corporation's annual meeting of stockholders.

8. 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.

9. Executive Sessions of Independent Directors

The independent Directors of the Board will meet regularly in executive session (with no management Directors or management present) as often as they shall determine, but at least twice a year. Executive sessions of the independent Directors will be called and chaired by the Lead Independent Director.

10. Director Orientation and Continuing Education

The Board shall provide an appropriate orientation for all new Directors. The orientation may include meetings with management of the Corporation, background material and presentations about the Corporation and its business. It is expected that Directors will remain up-to-date in their fields of expertise. In addition, it is expected that Directors will develop and maintain a broad, current knowledge of the Corporation's business, including the Corporation's markets and economics, as well as the strengths and weaknesses of the Corporation and its competitors. The Corporation shall periodically provide Directors with information and educational opportunities, as necessary, to facilitate this process.

11. Board Committees

- a. *Standing Board Committees.* The Board currently has three standing committees: the Audit Committee, the Compensation Committee, and the Governance & Nominating Committee. The principal duties and authorities of each standing committee are outlined in its respective charter, as approved annually by the Board. At its discretion, the Board may also form additional committees.
- b. *Standing Committee Membership.* Board members appointed to a standing committee will meet the independence criteria described in Section B(2) above, and, in the case of Audit Committee membership, the criteria specified in the Sarbanes-Oxley Act of 2002 and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended.
- c. *Committee Structure and Rotation.* The Governance & Nominating Committee makes recommendations to the Board concerning Board committee structure and leadership, considering rotation of committee members and chairs. The Board appoints Board committee members and chairs on an annual basis.

C. Code of Ethics and Conduct

The Corporation has adopted a Code of Ethics and Conduct, which shall be distributed to all Directors, executive officers and employees and is available on the Corporation's website at www.sapient.com. Directors must comply in full with this Code at all times.

D. Director Stock Ownership Guidelines

The Governance & Nominating Committee is responsible for the periodic review and assessment of the Directors' compensation and recommends any proposed changes in compensation to the Board.

The Board believes that significant stock ownership by Board members further aligns their interests with the long-term interests of the Corporation's stockholders. Accordingly, the Board requires each non-management Board member to own shares of the Corporation's common stock valued at four times his or her annual Board retainer fee.

The Board's expectation is that Directors will meet this stock ownership level within five years of the adoption of these Director Stock Ownership Guidelines (the "Ownership Guidelines") [*Adoption Date: September 6, 2012*] or, for any Director appointed after the Adoption Date, within five years of first appointment to the Board.

Stock that counts toward satisfaction of the Ownership Guidelines includes: (a) shares of Common Stock owned outright by the Director and his or her immediate family members who share the same household, whether held individually or jointly; (b) restricted stock or restricted stock units (whether vested or unvested); (c) shares acquired upon stock option exercise; and (d) shares purchased in the open market. Shares held in trust may be included. However, due to the complexities of trust accounts, requests to include shares held in trust should be submitted to the Secretary and the Chairman. The Chairman will make the final decision as to whether to include those shares. Any open market purchase of Common Stock must be made in an open trading window, pursuant to the Corporation's policies, and with advance notice to, and in coordination with, the Secretary.

Instances may occur where these Ownership Guidelines would place a severe hardship on a Director, although the Board expects that these instances will be rare. The Chairman will make the final decision as to whether a Director would experience such hardship and, if so, will strive to develop an alternative stock ownership guideline that reflects the intention of these Ownership Guidelines and such Director's personal circumstances.