

# CONCENTRIX CORPORATION

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of Concentrix Corporation (the “Company”) is:

1. To assist the Board of Directors in defining and assessing qualifications for Board of Director membership;
2. To identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and to recommend director nominees to the Board of Directors;
3. To develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company;
4. To assist the Board of Directors in evaluating the Board of Directors and Board committees;
5. To assist the Board of Directors in organizing itself to discharge its duties and responsibilities properly and effectively;
6. To assist the Board of Directors in ensuring proper attention and effective response to shareholder concerns regarding corporate governance; and
7. To perform such other duties and responsibilities related to corporate governance or enumerated in or otherwise consistent with this Charter.

### MEMBERSHIP AND PROCEDURES

#### Membership and Appointment

The Committee shall be comprised of not fewer than three members of the Board of Directors, as shall be appointed from time to time by the Board of Directors based on recommendations, if any, from the Committee.

#### Removal

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future

time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

### **Meeting Procedures**

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may take action without a meeting by unanimous written consent of its members. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as are necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter. The Committee shall report regularly to the Board on matters within the responsibility of the Committee and actions taken at meetings or by unanimous written consent.

### **Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board of Directors based upon the recommendation, if any, of the Committee. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall preside at meetings of the Committee and shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

### **Secretary**

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board of Directors and to perform all other duties as may from time to time be assigned to the Secretary by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

### **Independence**

Each member of the Committee shall meet the “independence” standards that may be established from time to time by the Nasdaq Stock Market LLC (“Nasdaq”), as well as any independence standards established by the Board of Directors.

### **Delegation**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee at its next scheduled meeting.

## **Authority to Retain Advisers and Search Firms**

The Committee shall have power and authority, at the Company's expense and without seeking the approval of the Board of Directors, to engage, retain, compensate, replace and terminate advisers and search firms, as the Committee deems advisable, to carry out its duties, including the identification of Director candidates. The Committee may request any director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee, and shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

## **Annual Performance Evaluation**

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board of Directors. In addition, the Committee shall lead the Board of Directors in an annual self-evaluation process, including the self-evaluation of each Board committee, and report its conclusions and any further recommendations to the Board of Directors. The Committee shall also review and reassess the adequacy of this Charter periodically and, to the extent the Committee so determines, make recommendations to the Board of Directors for changes or modifications to the Charter.

## **DUTIES AND RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

### **1. Board of Directors and Board Committee Composition**

(a) At least annually, the Committee shall assess the size, composition and tenure of the Board of Directors and Board committees in light of the then-current business and strategy of the Company, stockholder views and broader market trends.

(b) The Committee shall develop membership qualifications for the Board of Directors and all Board committees, including defining specific criteria for Director independence.

(c) The Committee shall monitor compliance with Board of Director and Board committee membership criteria, including reviewing each current or prospective director's eligibility to be classified as independent on no less than an annual basis and making a recommendation regarding each such individual's independence to the Board.

(d) The Committee shall review and recommend to the Board the nominees to stand for election as Directors at the Company's annual meeting of stockholders or, if applicable, at a special meeting of stockholders based on the then-current membership qualifications, business and strategy of the Company, stockholder views and broader

market trends. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.

(e) The Committee shall review and recommend to the Board committee assignments for Directors.

(f) The Committee shall coordinate and assist management and the Board of Directors in identifying and recruiting new members to the Board of Directors.

(g) The Committee shall investigate suggestions for candidates for membership on the Board, including any stockholder nominations for the Board of Directors, and shall recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board of Directors. The Committee may also recommend appointment of current Officers as Director candidates to the Board of Directors.

2. The Committee shall periodically review the Company's policies and procedures, including without limitation, the corporate governance principles, and shall recommend any changes or modifications to the Board for approval.

3. The Committee shall oversee an orientation program for new directors as well as a continuing education program for existing directors.

4. The Committee shall review proposed changes to the Company's charter or bylaws and make recommendations to the Board of Directors.

5. The Committee shall monitor developments, trends and best practices in corporate governance, and make such recommendations to the Board of Directors in accordance therewith as it deems appropriate.

6. The Committee shall review and approve Officer and Director standing for election for outside for-profit boards of directors.

7. The Committee shall review shareholder proposals and recommend an appropriate response.

8. The Chairperson of the Committee shall receive interested-party communications directed to non-management Directors.

9. The Committee shall review each notification by a Board member of a change in principal occupation or business affiliation and recommend an appropriate course of action, if any, to the Board.

10. The Committee shall perform such other activities consistent with this Charter, the Company's Bylaws, governing law, rules and regulations of Nasdaq, the Securities and Exchange Commission (the "SEC") and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

## **AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by a majority of the Board of Directors.