

**CONCENTRIX CORPORATION
CORPORATE GOVERNANCE GUIDELINES**

A. THE ROLES OF THE BOARD OF DIRECTORS AND MANAGEMENT

1. *The Board of Directors* — The business of Concentrix Corporation (the “Company”) is conducted under the oversight of the Board of Directors (the “Board”). The Board selects the Chair and Chief Executive Officer (the “CEO”) and delegates to the CEO the authority and responsibility to manage the Company’s operations. The members of the Board serve as elected representatives of the stockholders, act as advisors and counselors to the CEO and senior management, and oversee management performance on behalf of the stockholders.
2. *Management* — The CEO and senior management are responsible for running the Company’s business operations.

B. BOARD COMPOSITION AND LEADERSHIP

1. *Chair of the Board and Chief Executive Officer* — The Chair of the Board shall be selected annually by the affirmative vote of a majority of the non-employee directors at the first Board meeting following the election of directors at the Company’s Annual Meeting of Stockholders. The Board has the authority to decide whether the positions of Chair and CEO should be held by the same person and shall determine the best arrangement for the Company and its stockholders in light of all relevant and changing circumstances.
 - a. *Chair of the Board Role* — If the Board of Directors appoints a Chair of the Board, such Chair shall, when present, preside at all meetings of the stockholders and the Board. The Chair shall perform such duties and possess such powers as are customarily vested in the office of the Chair of the Board or as may be vested in the Chair by the Board of Directors.
 - b. *Chief Executive Officer Role* — The Chief Executive Officer shall have general and active management of the business of the Company and shall see that all orders and resolutions of the Board are carried into effect.
2. *Lead Director* — In the event that the same individual serves as CEO and Chair, or the Chair does not otherwise meet the Company’s independence standards, the Board may elect an independent director to serve as Lead Director until the next Annual Meeting of Stockholders. The Lead Director shall (i) coordinate the activities of the non-management directors and independent directors, (ii) preside at executive sessions of the non-management directors and independent directors, (iii) preside at Board meetings in the Chair’s absence, (iv) serve as the principal liaison between senior management and the independent directors, (v) be available for consultation and communication with stockholders as appropriate, and (vi) perform such other duties as may be assigned from time to time by the Board.

3. *Size of the Board* — The number of directors should not exceed a number that can function efficiently. The Nominating and Governance Committee considers and makes recommendations to the Board concerning the appropriate size of the Board.
4. *Board Independence* — A majority of the directors shall be “independent directors” as defined by the rules promulgated by the Nasdaq Stock Market LLC and shall satisfy all applicable independence requirements under the federal securities laws or rules thereunder. The Board has established a Nominating and Governance Committee of independent directors to make recommendations to the Board regarding decisions on corporate governance matters. Each director’s independence shall be reviewed annually and as otherwise deemed necessary by the Nominating and Governance Committee.
5. *Board Membership Criteria* — The Nominating and Governance Committee shall periodically review with the Board the appropriate skills and characteristics required of Board members given the current Board composition. The Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations. The Board’s assessment of Board candidates includes, but is not limited to, consideration of relevant industry experience, including CX solutions, CRM and BPO services, technology, digital and digital analytics, robotics and automation, communications and media, retail, travel and E-commerce, banking, financial services and insurance, healthcare, and automotive, general business experience, relevant financial experience, and compliance with independence and other legal or regulatory qualifications. Specific consideration shall also be given to: (i) roles and contributions valuable to the business community, including managing or leading a large business, (ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards, (iii) relevant knowledge and diversity of background and experience in such things as business, technology, finance and accounting, mergers and acquisitions, marketing and sales, human resources, law, information technology, business development and strategy, crisis management and external communications, cybersecurity, international business, government and the like; (iv) a multi-stakeholder viewpoint with a commitment to global citizenship that recognizes the importance of environmental, social and corporate governance factors in exercising the Board’s oversight role; and (v) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings. A director’s qualifications in light of these criteria is considered at least each time the director is appointed or nominated for election or re-election to the Board.

The Company is committed to diversity and inclusion and believes that a variety of experiences and points of view contributes to a more effective decision-making process. The Nominating and Governance Committee and the Board shall consider diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for Board membership.

6. *Selection of New Director Candidates* — The Nominating and Governance Committee screens and recommends Board candidates to the Board.

7. *Director Orientation and Continuing Education* — The Company provides directors with an orientation and education program to familiarize them with the Company’s business operations and plans, industry trends and corporate governance practices, as well as ongoing education on issues facing the Company and on subjects that would assist the directors in discharging their duties.
8. *Directors Who Experience Change in Present Job Responsibilities or Other Relevant Circumstances* — When a director’s principal occupation or business affiliation changes, or other circumstances arise which may raise questions about the director’s continuing qualifications in relation to the Board Membership Criteria set forth above, then the director should notify the Chair of the Nominating and Governance Committee (or the Chair of the Board in the event the director is the Chair of the Nominating and Governance Committee). The Nominating and Governance Committee will consider the change in circumstances and recommend to the Board the action to be taken, if any, which may include requesting the director’s resignation from the Board. Examples of the circumstances for which a director is expected to tender his or her resignation include if the director:
- Is no longer able to perform his or her Board duties due to ill health;
 - Has a permanent conflict of interest;
 - Has failed to perform his or her responsibilities with the necessary diligence and attention;
 - Has committed, or is accused of, wrongdoing of such a nature that his or her continued service would be harmful to the reputation of the Company;
 - Has breached his or her fiduciary responsibilities owed to the Company;
 - Campaigns for election or is elected or appointed to a significant public office;
 - Violates any Company policy; or
 - Has insufficient time to perform his or her duties and responsibilities as a Board member.
10. *Service on Other For-Profit Boards* — Independent directors are encouraged to evaluate carefully the time required to serve on other boards (excluding non-profit) taking into account board attendance, preparation, participation and effectiveness on these boards. Independent directors must advise the Nominating and Governance Committee before accepting an invitation to serve on another board to enable the Company to determine whether (i) any regulatory issues or potential conflicts are raised by the director accepting such an invitation and (ii) the director will have the time required for preparation, participation and attendance at the Company’s Board and committee meetings. In no event may a director serve on the board of director of more than four public companies other than the Company’s Board or serve on the audit committee of more than two public companies other than the Company’s Audit Committee.

11. *Board Compensation Review* — The Compensation Committee will periodically receive reports on the status of Board compensation in relation to other companies, as it deems appropriate, and is responsible for recommending to the Board changes in compensation for non-employee directors.
12. *Board's Interaction With Stakeholders* — The CEO is responsible for establishing effective communications with the Company's stakeholders, including stockholders, customers, employees, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Board that management speaks for the Company. This policy does not preclude independent directors from meeting with stakeholders, but management, where appropriate, should be present at such meetings.
13. *Minimum Ownership Guidelines for Non-Employee Directors* — Each non-employee director is required to maintain ownership of a number of shares of the Company's common stock with a value of not less than five (5) times the then-current annual cash retainer (excluding any fees for serving as a committee member or chair, meeting fees, and any other fees beyond the annual retainer for all non-employee directors). For purposes of these guidelines, common stock shall include all shares of common stock or stock units beneficially owned the director by the Company (whether vested or unvested).

Each non-employee director shall have five (5) years from the date that such director first becomes subject to the minimum ownership guidelines to satisfy the guidelines. Upon any increase in the annual cash retainer, each non-employee director shall have five (5) years from the date of such increase to satisfy the guidelines with respect to the incremental portion of the retainer. If a non-employee director satisfies the minimum ownership guidelines at any time during the five (5) year transition period, then such director shall be considered to remain in compliance for as long as he or she continues to own not less than the number of shares of common stock that were originally sufficient for such director to meet the guidelines. During the five (5) year transition period or until such non-employee director satisfies the minimum ownership guidelines, the director must retain one-hundred percent (100%) of the shares of the Company's common stock or stock units granted to the director by the Company as compensation less any shares forfeited by the director under the Company's share withholding program to pay taxes upon the vesting of such shares.

The Compensation Committee may determine such conditions and exceptions to the minimum ownership guidelines as it deems appropriate on a case-by-case basis. From time to time, the Compensation Committee shall review the minimum ownership guidelines and recommend to the Board such revisions as it deems appropriate and necessary.

C. BOARD OPERATIONS

1. *Selection of Agenda Items for Board Meetings* — At the first Board meeting of each year, the Chair will propose for the Board's approval agenda items to be discussed during the course of the year. Before each Board meeting, the Chair will review proposed agenda items that fall within the scope of responsibilities of a Board committee with the chair of that committee and distribute the agenda in advance to the Board. Any Board member may ask to include items on the agenda.

2. *Board Materials Distributed in Advance* — Board members receive materials related to agenda items in advance of Board meetings so that the directors may prepare to discuss the items at the meeting. Sensitive subjects may be discussed at the meeting without distributing written materials in advance or at the meeting.
3. *Director Responsibilities* — Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. In discharging this obligation, directors reasonably may rely on the Company’s senior executives and its advisors and auditors. Directors are expected to spend the time needed to prepare for, attend and participate in all meetings of the Board and of committees on which they serve and to meet as frequently as necessary to discharge their responsibilities.
4. *Board Presentations and Access to Employees* — Members of senior management may be invited to attend part or all of a Board meeting in order to participate in discussions. Generally, the executive responsible for the relevant area of the Company’s operations will make the presentation to the Board. Board members have complete access to all other members of management and Company employees.
5. *Board Access to Independent Advisors* — The Board and its committees may seek advice from outside advisors as appropriate and at the Company’s expense.
6. *Executive Sessions of Directors* — Directors regularly meet without management and may select a director or Lead Director to facilitate executive sessions. The chairs of the Executive, Audit, Compensation, and Nominating and Governance Committees of the Board may chair executive sessions of their respective committees without management.

D. BOARD COMMITTEES

1. *Committees* — The current committees are the Executive, Audit, Compensation and Nominating and Governance Committees.
2. *Assignment and Term of Service of Committee Members* — The Board is responsible for the appointment of committee members and chairs, based on recommendations of the Nominating and Governance Committee. Every year, at the first Board meeting following the Annual Meeting of Stockholders, the Board shall elect the members of each committee.
3. *Agenda, Frequency, Length and Reports of Committee Meetings* — The chair of each committee approves the agenda, length of and attendance at each committee meeting and determines the frequency of meetings. Materials related to agenda items are given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairs report a summary of their meeting to the Board following each committee meeting.
4. *Membership* — Only independent directors may serve on the Audit, Compensation, and Nominating and Governance Committees.
5. *Responsibilities* — The Board periodically reviews the responsibilities of each committee and approves the charter of each committee.

E. BOARD AND MANAGEMENT EVALUATION

1. *Formal Evaluation of the CEO and other Officers* — The Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company’s CEO and other officers who are reporting persons under Section 16(b) of the Securities Exchange Act of 1934 and the rules promulgated thereunder (“Officers”). The Compensation Committee shall also evaluate the CEO’s and Officers’ performance in light of such goals and objectives at least annually and communicate the results to the Board. Based on such evaluation, the Compensation Committee shall establish and approve annually for the CEO and Officers, the compensation levels for those persons, including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, and (d) any other compensation, perquisites, and special or supplemental benefits. With respect to each Officer other than the CEO, the CEO shall make recommendations to the Compensation Committee regarding the Officer’s annual performance and proposed compensation levels.
2. *Board Self-Assessment* — The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee shall review on an annual basis the functioning and effectiveness of the Board, its committees, and to the extent the Committee deems appropriate, recommend changes to increase the effectiveness of the Board and its committees. The Board, based on such recommendations of the Nominating and Governance Committee and comments from each Board member, will make a self-assessment specifically reviewing areas in which the Board and/or the management believe improvements could be made to increase the effectiveness of the Board and its committees.
3. *Succession Planning of Senior Management* — The Board, with the assistance of the Compensation Committee, plans the succession to senior management positions. To assist the Board and Compensation Committee, the CEO annually assesses senior managers and their succession potential. The CEO also provides the Board and Compensation Committee with an assessment of persons considered potential successors to certain senior management positions.
4. *Succession Planning of CEO* — The Board plans the succession to the position of CEO. To assist the Board, the CEO annually assesses senior managers and their succession potential. The CEO also provides the Board with an assessment of persons considered potential successors to the CEO position.
5. *Management Development* — The CEO annually should report to the Board on the Company’s program for management development.

F. POSTING ON WEBSITE

These Corporate Governance Guidelines shall be posted on the Company’s website.

G. REVIEW AND AMENDMENT

The Nominating and Governance Committee shall review and assess the adequacy of these Corporate Governance Guidelines no less than annually and recommend any proposed changes to the Board for approval.