

# **CONCENTRIX CORPORATION**

## **EXECUTIVE COMMITTEE CHARTER**

### **PURPOSE**

The purpose of the Executive Committee (the “Committee”) of the Board of Directors of Concentrix Corporation (“Company”) is as follows:

1. Evaluate strategic opportunities presented by management;
2. Perform the functions of the Board of Directors when there is a critical need for prompt review and action of the Board of Directors and it is not practical to arrange a meeting of the Board of Directors within the time reasonably available; and
3. Represent the full Board of Directors between regularly scheduled meetings and other matters that the Board of Directors may delegate to the Executive Committee from time to time.

### **MEMBERSHIP AND PROCEDURES**

#### **Membership and Appointment**

The Committee shall be comprised of the chairperson of the Board, the chairperson of each of the Audit, Compensation, and Nominating and Governance Committees, the Chief Executive Officer, and such other members of the Board as shall be appointed by the Board.

#### **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 Chairman 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 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 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 Nominating and Governance 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 determine the agenda, the initiation and length of meetings and shall have unlimited access to management and information. The 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 him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

## **Independence**

At least one-half of the members of the Committee shall meet the “independence” standards that may be established from time to time by the Nasdaq Stock Market LLC, as well as any independence standards established by the Board of Directors.

## **Committee Authority**

The Committee has the authority to exercise all or any of the powers of the Board of Directors during the intervals between meetings of the Board of Directors. Notwithstanding the foregoing, the Committee shall not have any power or authority as to the following:

- (i) The submission to stockholders of any action requiring the approval of stockholders.
- (ii) The creation or filling of vacancies in the Board of Directors.
- (iii) The adoption, amendment or repeal of the bylaws.
- (iv) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors.
- (v) Action on matters committed by the bylaws or resolution of the Board of Directors exclusively to another committee of the Board of Directors.

## **AMENDMENT**

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