

CONCENTRIX CORPORATION COMPENSATION COMMITTEE CHARTER

PURPOSE

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

1. To discharge the responsibilities of the Board of Directors of the Company (the “Board of Directors”) relating to compensation of the Company’s executives;
2. To assist the Board of Directors in establishing the appropriate incentive compensation and equity-based plans and to administer such plans;
3. To produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement; and
4. To perform such other duties and responsibilities 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, of the Nominating and Governance 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 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 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 Nominating 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 shall determine the agenda, the frequency and the 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 and Qualifications

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. Each member of the Committee shall also meet any additional independence or experience requirements applicable to members of the Committee, as may be established from time to time by Nasdaq or the Securities and Exchange Commission. In addition, each member shall qualify as a “non-employee director” as such term is defined in section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations promulgated thereunder, or any successor provisions thereto.

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 such subcommittee shall keep regular minutes of its meetings and report the same to the Committee at its next scheduled meeting.

Authority to Retain Advisers

The Committee shall have the 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 compensation, legal, accounting or other consultants or advisers, as it deems advisable to carry out its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant or adviser. The Company shall provide appropriate funding and other resources for such consultants and advisers.

The Committee may request any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee 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

With the oversight of the Nominating and Governance Committee, 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. The Committee shall also review and reassess the adequacy of this Charter annually 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, regulation or listing standard.

1. Executive Compensation

The Committee shall:

(a) Annually, with the assistance of the chief executive officer, review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers (the "other executive officers");

(b) Evaluate the chief executive officer's and other executive officers' performance in light of such goals and objectives at least annually and communicate the results to the chief executive officer and the Board of Directors;

(c) Set the chief executive officer's and other executive officers' compensation levels based on the evaluation in (b) above (including annual salary, cash incentive compensation, equity incentive compensation, and other direct and indirect benefits);

(d) Report to the Board of Directors regarding the Committee's determinations made in (a), (b) and (c) above;

(e) In determining the long-term incentive component of the chief executive officer's and other executive officers' compensation, consider, among other items, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies and the compensation provided to the Company's chief executive officer and other executive officers in the past;

- (f) Establish and modify the terms and conditions of employment of executive officers of the Company, by contract or otherwise;
- (g) Review new executive compensation programs;
- (h) Monitor executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose;
- (i) Establish and periodically review policies for the administration of executive compensation programs;
- (j) Oversee management of risks related to compensation of the Company's executive officers and the Company's overall compensation program, including the Company's equity-based compensation plans, so that incentive compensation does not create material adverse risks for the company; and
- (k) Modify, as necessary, any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance or not comparable to programs of peer businesses.

2. Executive Compensation Plans

The Committee shall:

- (a) Administer the executive compensation plans of the Company;
- (b) Maintain sole discretionary authority to interpret provisions of the executive compensation plans;
- (c) Establish all rules necessary or appropriate for implementing and conducting the executive compensation plans;
- (d) Determine eligibility for participation in, and the amount and timing of the benefits under any retirement plans;
- (e) Determine eligibility for participation in and manner and form of deferral elections under the any Company deferred compensation plan;
- (f) Administer other executive compensation plans that may be adopted from time to time;
- (g) Recommend incentive-compensation plans and policies and equity-based plans and policies to the Board of Directors;
- (h) Provide necessary approval to qualify for exemptions as may be established by the Securities and Exchange Commission ("SEC") under section 16 of the Exchange Act; and
- (i) Approve equity compensation plans not subject to stockholder approval under applicable listing standards.

3. The Committee shall evaluate and make recommendations to the Board regarding the amount and types of compensation that should be paid to the Company's outside directors, to ensure that such pay levels remain competitive, taking into account such factors as the Company's size, operating and compensation philosophy, industry characteristics, location, the practices at comparable companies, and such other factors as the Committee deems relevant.
4. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal, accounting or other consultants or advisers, including the Committee's independent compensation consultants.
5. Prior to the retention of any compensation consultant or outside adviser, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such consultant or adviser, taking into consideration all factors relevant to such consultant's or adviser's independence, including factors specified in the Nasdaq listing standards. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or the Nasdaq listing standards related to the foregoing is included in the Company's proxy statement.
6. The Committee shall review, at least annually, compliance with the company's stock ownership guidelines by the Company's executive officers and outside directors.
7. The Committee shall prepare the Compensation Committee Report as required by rules of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
8. The Committee shall review and discuss with management the Company's Compensation Disclosure and Analysis ("CD&A") and, based on that review and discussion, recommend to the Board of Directors whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K.
9. The Committee shall assess the results of the Company's stockholders' most recent advisory vote on executive compensation.
10. The Committee shall perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board of Directors, including, but not limited to preparing or causing to be prepared any reports or other disclosure required with respect to the Committee by any applicable proxy or other rules of the SEC or any applicable listing standards.

AMENDMENT

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