



P e r f i c i e n t[®]

Nominating & Governance Committee Charter

Effective as of April 3, 2008

The Board of Directors (the “Board”) of Perficient, Inc. (the “Company”) has established the Nominating & Governance Committee (the “Committee”) of the Board with the authority, responsibility and specific duties described in this Nominating & Governance Committee Charter (the “Charter”).

Purpose

The purpose of the Committee is to (a) select, evaluate and recommend to the Board qualified candidates for election or appointment to the Board, and (b) monitor and oversee matters of corporate governance, including the evaluation of Board performance and processes and the “independence” of directors.

Composition

The Committee shall consist of at least two members, all of whom must be members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall satisfy the independence requirements of the rules of the NASDAQ Stock Market, Inc. applicable to domestic listed companies.

The Committee shall select by the affirmative vote of a majority of the members of the Committee one member of the Committee to be its chairperson. The Board may remove or replace the chairperson and any other member of the Committee at any time by the affirmative vote of a majority of the members of the Board.

Responsibilities

The principal responsibilities of the Committee are as follows:

1. Establish criteria for selecting new directors, which criteria will include the individuals qualification as independent, as well as consideration of background, ability, general understanding of marketing, finance and other disciplines relevant to the success of a publicly traded company in the current business environment, understanding of the Company's business and technology, educational and professional background, judgment, skills and experience in context of the needs of the Board.
2. Identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles established by the Committee, set forth in the Company's Corporate Governance Guidelines;
3. Review candidates for the Board that are recommended or nominated by stockholders pursuant to the procedures set forth in the bylaws of the Company and any policy that may be adopted from time to time by the Committee;

4. Review on at least an annual basis the advisability or need for any change in the number of directors of the Board;
5. Upon a significant change in a director's personal circumstances (including a change in the primary job responsibility such director had when last elected to the Board) or in the event a significant ongoing time commitment arises that may be inconsistent with a director's service to the Company, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director, including whether their Board membership would continue to be free from conflict of interest and otherwise appropriate;
6. Oversee the orientation and continuing education programs and review and reassess these programs from time to time and recommend any proposed changes to the Board;
7. Monitor, develop and make recommendations to the Board regarding principles, policies and practices of corporate governance applicable to the Company;
8. Recommend to the members of each committee of the Board a director to serve as the chairperson such committee;
9. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve, each Committee of the Board's performance and the performance of individual directors;
10. The Committee shall annually review the need for changes in this Charter and recommend any proposed changes to the Board for approval;
11. The Committee shall annually review and evaluate its own performance and shall submit itself to the review and evaluation of the Board; and
12. At the beginning of each year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for the Committee shall be furnished to all of the members of the Board.

In carrying out such responsibilities, the Committee shall have the power and authority to retain such consultants, outside counsel and other advisors as the Committee may deem appropriate and shall have the sole authority to approve the fees and other terms of engagement.

Procedures

- 1. Meetings.** The chairperson of the Committee, in consultation with the other members of the Committee, will determine the frequency and length of the Committee meetings, provided, however, that the Committee shall meet at least once annually. The chairperson of the Committee, in consultation with the appropriate members of the Committee and management, will develop the Committee's agenda. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's bylaws.
- 2. Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- 3. Rules.** The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee at any meeting thereof.
- 4. Reports.** The Committee shall make regular reports to the Board, directly or through the chairperson.
- 5. Resources and Authority.** The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes and responsibilities of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain independent financial, legal or other advisors. The Company shall provide funding, as determined by the Committee, for payment of compensation to any independent advisors or administrative support employed by the Committee.
- 6. Fees.** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or chairperson of, the Committee.

About Perficient

Perficient, Inc. is a leading information technology consulting firm providing business-driven technology solutions to Global 2000 and other large enterprise clients throughout North America. If you would like more information about the topics discussed in this white paper please feel free to contact the author or send an email to Sales@Perficient.com.

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