

## **STARTEK, INC.**

### **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**(As of August 6, 2018)**

#### **Purpose**

The Board of Directors (the “Board”) of StarTek, Inc. (the “Company”) has established and appointed members to the Governance and Nominating Committee (the “Committee”). The purpose of the Committee is:

- (i) to identify individuals qualified to become Board members, consistent with criteria approved by the Board,
- (ii) to determine the size and composition of the Board and its committees,
- (iii) to develop, recommend to the Board and implement the Company’s Corporate Governance Guidelines,
- (iv) to oversee the evaluation of the overall effectiveness of the Board and its committees, and
- (v) to discharge the Board’s responsibilities relating to compensation of directors.

The Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.

#### **Organization**

The Committee shall consist of at least three directors. The Company as a Controlled Company within the meaning of the rules of the New York Stock Exchange (“NYSE”) is exempt from the rules requiring members of the Committee to be independent directors.

The Board shall appoint the Chairman and the members of the Committee upon recommendation of the Committee, and shall have the power to fill vacancies on the Committee. The Board shall have the power to remove any member at any time with or without cause.

#### **Responsibilities and Duties**

To carry out its primary purposes, the Committee shall:

1. Identify individuals qualified to become members of the Board consistent with criteria approved by the Board.
2. Review the qualifications of incumbent directors to determine whether to recommend them to the Board as nominees for reelection.
3. Recruit and recommend to the Board qualified nominees for new or vacant positions on the Board.

4. Review and recommend, after consulting with the Chairman of the Board and the Chief Executive Officer, directors to serve as members of the various committees of the Board.
5. Make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders) for the selection of individuals to be considered as candidates for election to the Board.
6. Recommend to the Board for approval the form and amount of director compensation in accordance with the policies and principles set forth in this Charter and any NYSE or other applicable rules. The Committee will conduct an annual review of the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Committee will conduct an annual review of the form and amounts of director compensation and make recommendations to the Board with respect thereto.
7. Develop and recommend to the Board for approval a set of corporate governance guidelines applicable to the Company, review such guidelines at least annually and recommend changes as necessary and implement and monitor compliance with the corporate governance guidelines.
8. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, administer and oversee this process and report to the Board the assessment of Board and committee performance.
9. Periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.
10. Conduct an annual evaluation of the Committee's performance.
11. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and applicable law, as the Committee deems appropriate or as requested by the Board.

### **Meetings and Resources**

The Committee shall meet as often as it determines necessary or appropriate in its judgment. Meetings may be called on twenty-four hours notice by the Committee Chairman and shall be called by the Committee Chairman at the request of the Chairman of the Board, any member of the Committee or the Chief Executive Officer, and the notice of the meeting may be by telephone, facsimile transmission, or email. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of the majority of the members voting at the meeting. The Committee may also act by unanimous written consent. The Committee Chairman, in consultation with appropriate members of the Committee and with management, shall set the length of each meeting and the meeting agenda.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

The Committee shall report periodically to the Board through presentations at Board meetings or by submission of the minutes of the Committee meetings to the Board.

The Committee shall have the authority to investigate any matter within its scope of responsibilities with full access to all Company books, records, facilities and personnel.

The Committee shall have the sole authority to retain and terminate a search firm to identify director candidates and shall have the sole authority to approve the search firm's fees and retention terms. The Committee shall have the authority, to the extent it deems necessary and appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to outside advisors employed by the Committee.