

**TTEC HOLDINGS, INC.****COMPENSATION COMMITTEE****CHARTER**

There shall be a Committee of the Board of Directors (the “Board”) of TTEC Holdings, Inc. (the “Corporation”) to be known as the Compensation Committee (the “Committee”) with the purpose, composition, authority, duties and responsibilities, as follows:

**A. PURPOSE OF THE COMMITTEE**

The Compensation Committee is appointed by the Board to play a leadership role in the governance of executive and Board compensation and succession planning, in accordance with the relevant provisions of the Delaware General Corporate Law, the rules and regulations of the U.S. Securities and Exchange Commission, and NASDAQ Stock Market Rules.

**B. DUTIES AND RESPONSIBILITIES**

The operation of the Committee shall be subject to the provisions of the Company Bylaws and delegation of authority from the Board of Directors. The duties and responsibilities of the Committee shall include the following, and may be modified from time to time by the decisions of the Board:

**1. Compensation Arrangements**

- a. Establish and periodically review the overall compensation philosophy of the Corporation.
- b. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other senior executive officers of the Corporation, including individual executives’ annual performance objectives.
- c. Evaluate the performance of the Chief Executive Officer and other senior executive officers, in reference to the Corporation’s business environment, its strategic plan and annual performance objectives.
- d. Set compensation, salary, annual incentives and bonuses, equity-based compensation, perquisites, and benefits for Chief Executive Officer, and periodically review and approve compensation for members of the Corporation’s executive leadership team.
- e. Annually review and modify the Corporation’s executive compensation programs to assure that they are aligned with the Corporation’s compensation philosophy and are achieving their intended purposes, and modify and augment the programs as appropriate within the context of the Corporation’s strategic objectives.
- f. Periodically evaluate risks associated with the Corporation’s compensation approach and philosophy and its specific compensation programs.
- g. Review and approve all Corporation’s equity compensation plans, including stock ownership guidelines, and any amendments to such plans, and recommend such plans and amendments for shareholder approval to the extent such approval is required.
- h. Oversee the administration of all equity based compensation plans; and approve all equity-based awards to directors and employees of the Corporation.
- i. Approve all material employment agreements, including change of control

- agreements and, out of policy, severance arrangements for the Chief Executive Officer and other senior executive officers.
- j. Review and approve compensation arrangements, including annual retainers, meeting fees and equity awards for independent members of the Board of Directors.
  - k. Establish, terminate or modify retirement, disability, health and welfare and other benefit plans.
  - l. Oversee and monitor compliance by executives and members of the Board of Directors with TTEC equity holding requirements.
  - m. Review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") disclosure and recommend to the Board the CD&A's inclusion into the Corporation's Proxy Statement.

## **2. Governance**

- a. Annually prepare the Committee Report required by applicable regulations of the U.S. Securities and Exchange Commission and other relevant regulatory bodies for inclusion in the Corporation's Proxy Statement and other regulatory filings as required.
- b. Periodically evaluate the performance of the Compensation Committee's independent compensation and legal consultants, if any.
- c. Conduct an annual self-evaluation of the performance of the Committee and its members, including its effectiveness and compliance with the Charter.
- d. Review, assess, and amend if appropriate, the Committee Charter to appropriately reflect best practices and delegation of authority from the Board to the Committee.
- e. Periodically review and discuss the senior management succession plan.
- f. Review, assess, and discuss all relevant shareholder proposals regarding executive compensation or other matters within the scope of the Committee's authority.
- g. In fulfilling its responsibilities, the Committee may delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Committee may also delegate some of its responsibilities to the Corporation's management within the scope of its authority.

## **C. AUTHORITY AND RESOURCES**

The Committee shall have the authority to take appropriate actions necessary to discharge its responsibilities, and shall have access to resources to do so. The Committee may hire and retain, at the Corporation's expense, compensation consultants, outside counsel and other advisors to assist it in the performance of its functions.

The Committee members may seek and receive any information from management and other company employees as it deems appropriate in the fulfillment of its functions.

Any action taken by the Compensation Committee pursuant to the authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board of Directors and may be certified as such by the Secretary or other authorized officer of the Corporation.

**D. COMPOSITION**

The Compensation Committee shall consist of at least two members, each of whom shall meet the independence requirements of the NASDAQ Stock Market, and the Corporation’s Corporate Governance Principles. In addition, all directors serving on the Compensation Committee shall meet the requirements of “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, and shall satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee and the Committee chair are appointed annually by the Nominating and Governance Committee of the Board.

**E. MEETINGS AND REPORTS**

The Compensation Committee shall hold regular meetings at least four times each year, generally in conjunction with the regularly scheduled meetings of the Board of Directors, and such special meetings as the chair of the Compensation Committee or the Chairman of the Board may direct.

Committee meetings may be had in person or telephonically, and at such times and places as the chair of the Compensation Committee deems appropriate.

In addition to the meetings, the Committee may act by unanimous written consent with proper materials provided to take an informed decision.

The Committee may invite members of management and outside consultants to participate in its meetings, provided however, that it shall also meet in the executive session (with only Committee members present) as appropriate.

The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

**F. MINUTES AND REPORTS**

The Committee may rely on the Corporate Secretary to produce the minutes of each meeting (except the Executive Sessions where the Committee shall have discretion to keep or not to keep minutes as it deems appropriate). The minutes of all meetings shall be reviewed and approved (with modifications as necessary) by the Committee members. The Committee shall produce a summary of the actions taken at each Committee meeting and shall present them to the Board at the next regularly scheduled Board meeting.

Last Reviewed: May 24, 2017