TTEC CORPORATE GOVERNANCE GUIDELINES

TTEC recognizes the importance of strong corporate governance as a way to achieve industry leadership and to implement the appropriate balance between the objectives and priorities of our stockholders and our other important stakeholders – our valued clients and communities where we work.

TTEC Board of Directors adopted these Corporate Governance Guidelines, to summarize, in plain terms, how TTEC is governed. These Corporate Governance Guidelines should be read together with TTEC's Certificate of Formation (as amended from time to time), our company's Amended and Restated Bylaws, and the charters of the Board's committees (collectively, the "Governing Documents"), which provide the formal governance framework for the company.

TTEC was re-domesticated to Texas in 2026, and as Texas corporation, the company is subject to the Texas Business Organizations Code (the "TBOC").
These Guidelines are subject to annual review by the Nominating & Governance Committee of the Board to determine whether they accurately reflect how TTEC is governed.

HOW IS TTEC GOVERNED?

Our company is led by our Board of Directors, elected by our stockholders. The Board's responsibility is to oversee and guide the TTEC management team in its overarching objectives of a commercially successful, socially responsible enterprise that maximizes value for our stakeholders and delivers exceptional service to our clients. The Board is also responsible for the oversight of TTEC's strategy, the monitoring of the company's financial reporting, its ethics and regulatory compliance programs, and its risk and risk management practices including risks specific to operations, technology resilience and cybersecurity, and impact of climate change on the company's business. The Board delegates the day-to-day operations of the company to its management team led by its Chief Executive Officer.

BOARD COMPOSITION AND PERFORMANCE

Size of the Board and Composition

TTEC's Amended and Restated Bylaws provide for a Board size of between two (2) and eleven (11) directors, as determined from time to time by the Board of Directors. The Board believes that the interests of the company and its stockholders are best served by having a majority of independent directors. The Board is led by TTEC's founder, Mr. Kenneth D. Tuchman, who serves as the Chairman of the Board. Mr. Tuchman is also TTEC's Chief Executive Officer.

The Board does not require the separation of the position of Chairman of the Board and the Chief Executive Officer. The Board however retains the flexibility to determine from time to time whether the position of the Chief Executive Officer and the Chairman of the Board should be combined or separated, whether an independent director should serve as Chairman of the Board, and whether to appoint a lead independent director to serve as a liaison between independent directors and the Chairman.

Director Independence

The Board performs an annual review of its members' independence in accordance with the independence standards of the NASDAQ Stock Market. Each director, and any nominee, provides the Board with full information regarding his/her business and other relationships with the company and its affiliates, including executive officers, to enable the Board to make its independent determinations. Directors are required to inform the Board of any material changes in their circumstances or relationships that might affect the Board's determination of the directors' independence. In addition, the Board's annual independence review will specifically evaluate whether any director has a material relationship with the company's controlling shareholder or any entity controlled by the

controlling shareholder that could compromise the director's independence or judgment.

Director Selection Process

The Board is responsible for selecting and approving director nominees for outside directors and for approving management director nominees. The Board has delegated responsibility for overseeing the director nominee screening process to the Nominating & Governance Committee.

Shareholders may recommend nominees for Board membership by submitting written suggestions in accordance with the company's Bylaws and applicable law, to: Chairman of the Nominating & Governance Committee; c/o TTEC, 100 Congress Avenue, Suite 1425, Austin, TX 78701, USA; Attention: General Counsel and Corporate Secretary. The Nominating & Governance Committee uses the same criteria for evaluating candidates regardless of the source of referral.

The directors shall be elected by a plurality of the votes cast at any meeting of stockholders. All director nominations shall be in accordance with the Bylaws of the company and shall be communicated to the Corporate Secretary in writing not earlier than close of business on the 120th day and no later than close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting of the company's stockholders. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified, or until such director's earlier death, resignation, or removal.

Board Member Qualifications

The Nominating & Governance Committee is responsible for periodically reviewing with the Board the appropriate skills and characteristics of Board members in the context of the then-current make-up of the Board and the company's needs at that time; and for selecting director nominees for full Board consideration.

The Nominating & Governance Committee selects director nominees on the basis of their experience, background, judgment, integrity, ability to make independent analytical inquiries, understanding of the company's business environment and technology challenges and opportunities, personal accomplishment, geographic, gender, age or ethnic diversity, and willingness to devote adequate time to Board duties. In making its nominations, the Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best achieve the success of the company's business and represent stockholders' interests through the exercise of sound judgment. The Board periodically publishes a board skills inventory that catalogs the directors' key competencies, professional qualifications, and relevant experience to provide transparency to the company's stockholders and other stakeholders.

TTEC directors embrace TTEC's values and possess the highest levels of integrity.

The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and the Annual Stockholders Meeting.

Directors are expected to keep current on issues affecting TTEC, its industry, the technological developments and challenges that impact the company's industry and market, and on developments with respect to their general responsibilities as directors. TTEC will either provide or pay for ongoing director education with respect to these matters as needed. Consistent with best practices, directors are expected to stay current on TTEC's ethics code and from time to time, may be required to take ethics training.

New-Director Orientation

The Board has delegated the responsibility to conduct an orientation for all new directors to

company's management. The orientation program is expected to include a discussion of a broad range of topics relevant to TTEC's business and strategy, including general background on the company and its history, the Board and its governance model, TTEC's business operations, its financial statements and capital structure, the management team, key industry and competitive factors, technology as it is used in the business and the company's offerings, the legal and ethical responsibilities of the Board, and other matters crucial to the ability of a new director to fulfill his/her responsibilities.

Term Limits and Retirement Age

Directors are elected for a term of one year at each annual meeting of shareholders. The Board does not believe that it should establish limits on the number of terms a director may serve. Term limits may cause the loss of experience that is important to the optimal operation of the Board.

Any director may resign at any time upon written notice or electronic transmission to the company. Unless otherwise provided in the Certificate of Formation or the Bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the remaining directors, although less than a quorum, and directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified; provided that during the period between two successive annual meetings, the Board may not fill more than two vacancies created by an increase in the number of directors.

The Board also does not believe that mandatory retirement age is necessary for TTEC directors. It is the view of the Board that the directors who have served for an extended period of time provide valuable insight and continuity to the operations of the company. As part of the Board's annual assessment process, the member competencies' review and annual director nomination process, the Board believes that it has appropriate mechanisms in place to maintain the expertise on the Board that is necessary to support the business and serve TTEC's stockholders.

Board Compensation

Management works with the Board's Compensation Committee to assess TTEC's Board compensation in relation to peer companies. Change in Board compensation, if any, proposed by the Compensation Committee, is reviewed and approved by the full Board. Insider Board members are not eligible for additional compensation in connection with their Board service.

To create alignment with long-term shareholder interests, the Board believes that a substantial portion of an outside director's compensation from the company should be provided in the form of equity. The Board believes that directors should be long-term owners and has adopted a policy requiring each outside director to hold equity in TTEC with a current value of five times the value of their annual cash retainer (without regard for Committee fees, if any), as set from time to time by the Board based on the Compensation Committee's recommendations.

The insider directors' equity holding requirement corresponds to the holding requirements of senior members of TTEC executive leadership team as outlined in the Employee Stock Ownership Guidelines adopted by the company. Directors shall have 5 years from their election to the Board to meet this stock holding requirement and shall maintain these minimum holdings for as long as the director remains a member of the Board.

Ethics, Conflicts and Board Conduct

Members of the Board shall act at all times in accordance with *TTEC Ethics Code: How TTEC Does Business*, which applies to all directors as well as all TTEC officers and other employees. This includes, in particular but without limitation, strict adherence to TTEC's policies with respect to conflicts of interest, confidentiality, and ethical conduct in all business and personal dealings. Board members must be mindful of possible

conflicts of interest, including anything that could impair their independence as directors under these Guidelines, and should discuss any issues that may raise ethical or conflict of interest concerns with the company's General Counsel, Board Chairman, or the Chair of the Nominating & Governance Committee. If a significant conflict arises and cannot be resolved, the director will be expected to resign. The Board is further committed to full disclosure in accordance with all applicable requirements of potential conflicts and any waiver approved by the Board. The Bylaws set forth how the company handles transactions involving directors or officers who may have a financial interest. These transactions are not automatically invalid just because of that interest, so long as the key facts are disclosed and the transaction is approved by disinterested directors, approved by shareholders, or otherwise fair to the company when approved.

Prior Notice of Board, Employment Commitments or other Changes of Circumstances

Directors are required to pre-clear all new potential board membership commitments (for public or private boards) with the Chair of the Nominating & Governance Committee to avoid conflicts and to assure compliance with the requirements of these Guidelines. They should also notify the company (via the General Counsel) about any changes in their employment or other affiliations in advance of such changes, to give the company the opportunity to consider whether such change in circumstances constitutes a concern or a conflict of interest that may impact their role or their effectiveness on TTEC Board.

Avoiding Overboarding

TTEC believes that the issues the company faces are complex and evolving, requiring focused time and attention from its Board members. TTEC expects, therefore, that its directors will devote sufficient time to discharging their responsibilities. Directors are encouraged to limit the number of other boards of public companies on which they serve. To help ensure that the company directors have adequate capacity to focus on their responsibilities and to serve in the best interest of its shareholders, the company expects that its non-CEO outside directors will sit on no more than three (3) public company boards in addition to TTEC's Board and outside directors who are sitting CEOs of public companies shall not serve on more than one (1) public company board in addition to TTEC's Board; provided, however, that four (4) public board memberships may be permitted for non-CEO directors in certain circumstances when some of the boards do not have extensive time commitments for their members (e.g. fewer than four meetings a year). In addition, any director serving on TTEC's Audit Committee may not simultaneously serve on the audit committees of more than three (3) other public companies without the prior approval of TTEC's Board, consistent with TTEC's Audit Committee Charter.

No quantitative restrictions are imposed on non-public company board memberships, or board memberships for not-for-profit organizations, because the time commitments associated with such board memberships vary broadly and one size does not fit all (e.g., compare board obligations for a pre-IPO company with board commitments for a small regional service provider, a private equity portfolio company board, or a university board).

Board's Position on Environmental Social Responsibility and Governance (ESG) Issues

The Board believes that well-governed, environmentally and socially responsible companies are better able to compete in the modern business environment and are better positioned to weather risks inherent in running a public company. Therefore, the Board believes that to maximize stockholder value, over time, it is important to effectively balance environmental, social, governance (ESG) and profitable growth initiatives and investments. The Board encourages Management to make investments in ESG initiatives that benefit TTEC employees, communities where the company

works, and the world at large. The Board oversees such activities of the company in the ordinary course of its governance practices.

The Board delegated to its Nominating & Governance Committee the overarching responsibility for ESG oversight including any public facing impact and sustainability reporting; while the Compensation Committee of the Board has primary responsibility for the oversight of many initiatives that are included in the "Social" ESG pillar; and the Audit Committee of the Board has primary responsibility for the oversight of the audit activities related to ESG initiatives and any disclosures specific to climate change related risks and such risk's potential impact on the company's business and results of operations.

Board Interactions with Third Parties and Engagement with Social Media.

Management speaks for TTEC, with members of TTEC Executive Leadership Team and a specifically designated company's spokesperson authorized to speak for the company. Individual directors may, at the request of management, meet or communicate with various parties that are involved with TTEC.
Unless requested by management, directors do not speak with the media or consent to interviews about the company, unless asked to do so by the Board or by the company. When engaging on Social Media about TTEC, directors follow TTEC Social Media policy and related guidelines.

Performance Evaluation

The Board conducts an annual evaluation of its overall effectiveness and periodically evaluates the effectiveness of each committee. The Nominating & Governance Committee manages this evaluation process by directing the General Counsel and Company Secretary to administer the evaluation. The Chairman of the Nominating & Governance Committee reviews the evaluation feedback and uses the information to implement changes or improvements in the functioning of the Board and to recommend Board education.

LEADERSHIP

Selection of CEO

The Board is responsible for selecting and removing the company's Chief Executive Officer. In selecting a Chief Executive Officer, the Board may consider candidates from within or outside of TTEC. Mr. Kenneth D. Tuchman is the TTEC founder and CEO. He is also the company's majority controlling shareholder. The Board recognizes that this concentration of leadership and ownership in a single individual necessitates heightened governance safeguards, and the independent directors play a critical role in ensuring that the interests of all stockholders are protected.

CEO Evaluations

Annually, through delegation to the Compensation Committee, the Board conducts an evaluation of the Chief Executive Officer against predetermined criteria consistent with his annual goals. The Compensation Committee will consider the results of the evaluation as part of its decision relating to the compensation of the Chief Executive Officer. Given that the Chief Executive Officer is also the company's controlling shareholder, the evaluation is conducted exclusively by independent directors, and the Compensation Committee shall ensure that the evaluation process is free from any influence by the Chief Executive Officer or parties related to the controlling shareholder. The independent directors shall have the authority to retain independent compensation consultants and other advisors as they deem appropriate in connection with the CEO evaluation.

Emergency Succession Planning

The Board believes that it is in the best interest of TTEC to have pre-designated individuals who are able to step into the roles of the Chief Executive Officer and the Chairman of the Board in the event either is not able to fulfill

his/her functions for a period of time so that management and direction of TTEC is not disrupted.

The Board has adopted a Continuation of Management resolution that appoints designated individuals to temporarily take on the responsibility of *the Chief Executive Officer and the Chairperson of the Board in the unlikely event of their temporary or permanent* incapacitation. The *Chief Executive Officer* under the authority of the Continuation of Management Resolution would temporarily fulfill the duties of the Chief Executive Officer and would manage and oversee the day to day operations of TTEC and would have all the powers and authority granted to the Chief Executive Officer by TTEC's Bylaws and the Board. The *Chair of the Board* appointed under the authority of the Continuation of Management Resolution shall have all the power and authority that the Chair of the Board has in accordance with TTEC's Bylaws and relevant law.

The appointments of the *Chief Executive Officer* and *the Chair of the Board* under the Continuation of Management Resolution are temporary and shall last only the necessary time for the Board to convene and select the replacement of the Chief Executive Officer and/or the Chair of the Board as the Board sees fit.

On a regular basis, the Chief Executive Officer should meet with the outside directors, or a committee designated by the Board, to discuss CEO succession and the Chief Executive Officer's suggestions regarding potential successors, including an assessment of each candidate's readiness and development needs. The outside directors, or such committee as may be designated by the Board, should, periodically in the normal course of meeting with TTEC management, have a process for meeting with executives who may be successor candidates.

In addition, the company should report annually to the full Board regarding non-CEO management succession planning.

BOARD OPERATIONS

Board Agendas

The Board Chair in collaboration with TTEC's Executive Leadership Team will work to establish an annual Board agenda and agenda for each Board meeting. Each Board member may suggest items to be placed on the agenda. The Board Committee chairs would work in partnership with members of senior management responsible for staffing each Committee to establish annual agendas and specific agendas for each Committee meeting.

Unless otherwise restricted by the Certificate of Formation or the Bylaws, members of the Board of Directors, or any committee thereof, may participate in meetings by means of conference telephone or other communications equipment by which all persons participating can communicate with each other, and such participation shall constitute presence in person at the meeting.

Board Materials Distributed in Advance

Information and data that are important to the Board's understanding of the business and any agenda item will, to the extent practicable, be distributed before the Board meets, with sufficient lead time to allow directors to give such materials appropriate attention. Any director may request that certain information be included in the Board materials. On occasions in which the subject matter is too sensitive to distribute, the information will be discussed at the meeting. Board members shall also have access to company information as they may require.

At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by law, the Certificate of Formation, or the Bylaws. Unless otherwise restricted, any action required or permitted to be taken at any

meeting of the Board, or of any committee thereof, may be taken without a meeting if all members consent thereto in writing or by electronic transmission.

Executive Sessions

The Board's policy is to have a separate meeting of directors at each regularly scheduled Board meetings without management present. In addition, the independent directors shall meet periodically without the Board Chair, and the Chair of the Nominating & Governance Committee) shall chair such meetings. The independent directors shall use these sessions to discuss, among other matters, the performance of the Chief Executive Officer, the effectiveness of Board governance, any concerns regarding the controlling shareholder's influence on Board or management decisions, and any other matters the independent directors deem appropriate. The Board and Board Committees may meet in Executive Session with any member of the company's Executive Leadership Team, with other executives as they deem appropriate, with the company's auditor and the outside legal counsel that advises the company on material matters.

Access to Senior Management and Books and Records

Board members shall have reasonable access to TTEC's books and records as well as access to any member of TTEC's members of the Executive Leadership Team, other senior managers and employees with a "mission critical" function (e.g., Controller, head of Diversity Council, CISO, head of Internal Audit, CIO, Chief Regulatory or Litigation Counsel, etc.). It is assumed that Board members will use judgment to assure that these contacts are not distracting to the business operations of TTEC.

Board Access to Advisors

The Board and its Committees have the authority to retain (either on a regular basis or in specific circumstances in their discretion) at the company's expense, any financial, legal, compensation or other experts or advisors deemed necessary or appropriate to properly exercise their responsibilities.

The company will indemnify its directors and officers to the fullest extent permitted by the TBOC. Subject to Article VIII of the Bylaws, any director or officer who was or is a party to any threatened, pending, or completed action, suit, or proceeding by reason of service to the company will be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, provided that such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the company. Expenses incurred by a director or officer in defending any proceeding will be advanced by the company upon receipt of an undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification. The company has the authority to purchase and maintain directors' and officers' liability insurance on behalf of any person serving in such capacity.

BOARD COMMITTEES

Number and Structure of Committees

The Board currently has the following six committees: Audit Committee, Nominating & Governance Committee, Compensation Committee, Security & Technology Committee, Executive Committee, and Special Committee. Each committee, except for the Executive Committee and Special Committee, has a written charter, approved by the Board, which describes the committee's general authority and responsibilities. Pursuant to the Bylaws, each committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the company, subject to the limitations of the TBOC. Committee charters are available on the company's website at www.TTEC.com in the "Investor Relations" section, and a brief description of committee

functions is available in the company's annual proxy statement. There will be, from time to time, occasions on which the Board may want to form a new committee (whether standing or ad hoc) or disband a committee depending upon the circumstances and the needs of the business or legal requirements, as the case may be.

Assignment of Committee Members

The Board delegates to the Nominating & Governance Committee the responsibility for the assignment of Board members to various committees. The Nominating & Governance Committee considers the skills and qualifications of each director, as well as the interests of individual directors, the time commitments required to serve on a committee and the time that a director can devote to the company outside of the service as a member of the Board, in making assignments.

The membership of the Audit Committee, Nominating & Governance Committee, and Compensation Committee includes only independent directors pursuant to the NASDAQ Stock Market listing standards.

The Security & Technology Committee today also consists of independent directors only, but its membership is not restricted to independent directors by relevant regulations. The Executive Committee of the Board, today, consists of the Board Chair and several independent directors.

Frequency and Length of Committee Meetings

The Chair of each committee, in consultation with committee members, will determine the frequency and length of the meetings of the committee. Meetings and actions of committees shall be governed by the applicable provisions of the Bylaws governing Board meetings (including provisions regarding place of meetings, regular and special meetings, notice, quorum, voting, and action by written consent), with such changes as are necessary to substitute the committee and its members for the Board and its members.

Committee Agendas

The Chair of each committee, in consultation with the appropriate members of management and staff, develops the committee's annual agenda and individual agendas for each meeting. The committee agenda and an outline of proceedings of each committee meeting is shared with the full Board.

Committee Responsibilities

Please see Exhibit A

COMMUNICATIONS WITH THE BOARD OF DIRECTORS AND COMMUNICATING CONCERNS TO THE BOARD

Stockholders and other interested parties may contact any member(s) of the Board, including without limitation the independent directors, any Board committee or any Chair of such Board committee by mail or by e-mail. If communicating by mail, such correspondence should be sent c/o Corporate Secretary, TTEC Holdings, Inc., 100 Congress Avenue, Suite 1425, Austin, TX 78701. E-mail messages should be sent to CorporateSecretary@ttec.com.

Shareholders owning at least twenty-five percent (25%) of all shares issued and outstanding and entitled to vote may request a special meeting of stockholders.

In addition, TTEC has established several channels through which interested parties may communicate concerns about the company's or management's conduct or practices to the Board. If the concern relates to the company's business ethics or conduct, financial statements, accounting practices or internal controls, the concern may be submitted to the Chair of the Audit Committee, in care of the General Counsel. All such concerns will be forwarded to the Audit Committee Chairman for immediate consideration. The company's *Ethics Code: How TTEC Does Business* and underlying policies prohibit any retaliation or other adverse action against anyone for raising a concern in good

faith. If anyone nonetheless prefers to raise his/her concern in an anonymous manner, he/she may do so by using TTEC's confidential helpline, *We Hear You*, which can be contacted by phone at 1.888.788.0032 or via internet at www.ttecwehearyou.com.

The Board directs management to post these Guidelines on the company's website. The Board solicits comments and suggestions on these Guidelines; they may be directed to the Board c/o General Counsel and Corporate Secretary at 100 Congress Ave., Suite 1425, Austin, TX 78701, USA; or to CorporateSecretary@ttec.com.

EXHIBIT A

COMMITTEES RESPONSIBILITIES

The six Committees of the Board of Directors operate under charters or via express delegation of authority as adopted by the Board of Directors and available at http://www.ttec.com/investors/corporate-governance/ ("Corporate Governance" under the "Investors" tab on our public website www.ttec.com) and each of them shall have the following responsibilities among others:

Audit Committee

- Assists the Board in its oversight of the integrity of TTEC's financial statements and financial reporting;
- Oversees the adequacy of internal controls and the financial reporting and disclosure processes, including controls specific to timely identification of cybersecurity incidents, assessment of their materiality to the business and timely disclosure of such incidents and their potential impacts;
- Selects, evaluates, and appoints the independent registered public accounting firm, including assessing the firm's independence and qualifications, and periodically assessing auditor tenure and considering whether a competitive tender process is appropriate to ensure continued auditor effectiveness and independence;
- Reviews and approves all non-audit services performed by the independent registered public accounting firm;
- Oversees the activities and progresses of the internal audit department;
- Oversees TTEC's ethics program and its confidential hotline process, including reviewing the establishment of and compliance with the Code of Conduct, oversight of AI governance frameworks, data privacy programs, and responsible use and ethical safeguards related to the use of artificial intelligence and other evolving technologies in the company's business, including oversight of the company's responsible AI principles, algorithmic accountability practices, data governance standards, and compliance with applicable AI-related laws and regulations;
- Oversees TTEC's fraud prevention programs;
- Oversees investigations into any matters within the Audit Committee's scope of responsibility;
- Oversees the company's enterprise risk management programs, including the company's formal enterprise risk management framework and periodic risk assessments conducted thereunder;
- Oversees and reviews macroeconomic and country specific risks related to the company's business;
- Oversees management's plans for climate-related risk identification and mitigation, and the corresponding public disclosures as required;
- Oversees the audit and verification activities related to the company's ESG initiatives;
- Reviews and approves all related-party transactions, including any transaction or arrangement between the company and the controlling shareholder or any entity in which the controlling shareholder has a direct or indirect interest, applying a standard requiring that each such transaction be on terms no less favorable to the company than would be obtainable from an

unaffiliated third party and that only independent directors participate in the review and approval of such transactions. For any transaction involving the controlling shareholder or an affiliate of the controlling shareholder, the Audit Committee shall engage independent financial or legal advisors to evaluate the fairness of the proposed terms. All related-party transactions approved by the Audit Committee shall be publicly disclosed in the company's annual proxy statement in accordance with applicable law.; the Audit Committee shall conduct an annual review of ongoing related-party relationships in accordance with the company's Related Party Transactions Policy.

- Oversees the company's SEC disclosure event materiality determination and disclosure process, including cyber events.

Compensation Committee

- Reviews performance goals and approves the annual salary, incentives, and all other compensation for each executive officer, including any employment arrangements and change of control agreements with such officers;
- Reviews and approves compensation programs for independent members of the Board;
- Reviews and approves the compensation peer group used for benchmarking executive compensation, and reassesses its composition at least annually to ensure continued appropriateness;
- Reviews and approves material employee benefit plans (and changes thereto);
- At least annually, reviews and evaluates risks associated with the company's compensation programs and reports findings to the Board;
- Adopts and administers various equity-based incentive plans;
- Maintains, oversees, and periodically reviews the scope and effectiveness of the Company's clawback and incentive recoupment policy, ensuring the policy meets or exceeds applicable regulatory requirements, including those of the U.S. Securities and Exchange Commission and applicable stock exchange listing standards. The Company's Clawback Policy is available on the Company's website;
- At least annually, assesses the independence of any compensation consultant, legal counsel, or other advisor retained by the Committee, taking into consideration all factors relevant to that advisor's independence from management as required by NASDAQ Stock Market Rules;

- Reviews from time to time the company's talent development, employee engagement, and equal opportunity programs designed to foster a merit-based, inclusive work environment; and
- Reviews from time to time the performance of the company's People & Culture leadership team and the succession planning for the company's People & Culture organization.

Nominating & Governance Committee

- Identifies and recommends to the company's Board qualified candidates to stand for election to the Board (or be appointed pending the election at the annual stockholders meeting), ensuring that some members of the Board and Board member candidates have the experience and skills in one or several of the following areas – the company's industry, its clients' industries, capital markets, evolving technologies relevant to TTEC's business, sustainable growth or public company governance, and that the Board's composition includes members with industry experience together with cybersecurity, risk management, and financial expertise;
- Assigns Board members to Board committees, based on their individual areas of

expertise, competencies and interest;
- Investigates, analyzes and recommends actions in case of perceived or actual conflicts of interest of the Board members;
- Reviews at least annually with the Chairman/CEO and the Board the succession plans relating to positions held by senior executives and the CEO, including emergency and interim succession planning to address the unexpected departure or incapacity of such senior executives and the CEO, and makes appropriate recommendations to the Board;
- Recommends which company officers should assume executive officer (Section 16) responsibilities for the company;
- Oversees TTEC's corporate governance, including conducting formal annual evaluations of the Board, each standing committee, and individual directors, and evaluating their performance and processes;
- Oversees the company's environmental, social and governance (ESG) initiatives and commitments.

Security & Technology Committee

- Reviews, on an annual basis, the management's security, technology, and resiliency strategic plans for the company, and makes recommendations on the direction and execution of such strategies;
- Reviews the management's implementation of the company's cybersecurity, cyber risk management, technical resiliency programs; and physical security mitigation plans, including potential external and internal threats, threats arising from transactions with trusted third parties and vendors, and the company's major technology-related operational risks;
- Reviews the management's crisis preparedness and incident response plans, and the company's disaster recovery plans, capabilities, and testing practices;
- Reviews the internal and third-party security compliance audits;
- Reviews risk assessments relevant to the company's security and technology;
- Reviews projected spend and budgets related to security controls and resourcing;
- Reviews the company's strategy with respect to security risk transfer (through insurance programs or otherwise);
- Reviews evolving risks specific to the use of evolving technologies used in the company's business and client offerings, including specific review of AI-related risks and opportunities in the Company's business and client offerings, and provides periodic Board-level reporting on AI-related technology risks, regulatory developments, and strategic implications;
- Periodically meets with the Chief Security Officer (or another senior executive with responsibilities for the company's security) regarding matters related to the management of cybersecurity;
- Periodically meets with the Chief Information Officer (or another senior executive with responsibilities for the Company's information technology) regarding matters related to the management of technology security and resiliency;
- Periodically, but at least once annually, reviews with the Board the company's technology and security related strategies including planned investment levels for the execution of such strategies;
- Addresses other issues as the Committee members determine relevant to the Committee's oversight of the company's security and technology risk management practices;
- Ensures that management establishes defined escalation timeframes for material cybersecurity incidents, including prompt notification to the Committee chair (within 24 hours of determination that an incident is material) and a full briefing to the Committee within 72 hours thereafter;
- Oversees management's efforts to monitor and ensure compliance with applicable cybersecurity

and data privacy laws, regulations, and industry standards, and receives periodic reports on the status of the company's regulatory compliance posture in these areas;
- Reviews, at least annually, the company's cybersecurity awareness and training programs for employees, contractors, and other personnel, including participation rates and the effectiveness of such programs in reducing security risks; and
- Conducts a periodic self-assessment, at least every two years, to evaluate its performance, effectiveness, and adherence to its Charter, and reports the results of such self-assessment to the Board along with any recommendations for improvement.

Executive Committee

- Reviews and approves mergers, acquisitions, and divestiture transactions at a level in excess of management's authority but below a certain specific authority limit designated by the Board, provided that such transactions are not inconsistent with TTEC's overall strategy as approved by the Board; provided, however, that any such transaction in which the controlling shareholder or an affiliate of the controlling shareholder has a direct or indirect interest shall require approval by the independent directors of the full Board or by the Audit Committee, and shall not be within the Executive Committee's delegated authority;
- Reviews and approves capital expenditure transactions at a level in excess of management's authority but below a certain specific authority limit designated by the Board, provided that such transactions are consistent with the annual business plan approved by the Board; and
- Reviews and approves funding for the share repurchase program at a level in excess of management's authority but below a certain specific limit designated by the Board.