



Bringing *humanity* to business.

**TTEC HOLDINGS, INC.  
NOMINATING & GOVERNANCE  
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 Nominating & Governance Committee (the “Committee”) with the purpose, composition, authority, duties, and responsibilities, as follows:

**A. PURPOSE OF THE COMMITTEE**

The Nominating & Governance Committee is appointed by the Board to play a leadership role in the Corporation’s corporate governance, 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 will be subject to the provisions of the Corporation’s 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 decision of the Board:

1. Board Membership and Succession

- a. Establish criteria and qualifications for Board membership, including standards for assessing independence.
- b. Identify, select, and recruit individuals qualified to become Board members, consistent with the competencies and criteria approved by the Board of Directors.
- c. Recommend the director-nominee slate to the Board to be voted on at the Annual Stockholder Meeting; and, when needed, recommend to the Board individuals to fill vacancies occurring between annual stockholder meetings.
- d. Ensure that the Corporation’s Board includes members with industry experience relevant to TTEC clients’ businesses, cybersecurity, risk management, evolving technologies, public company governance, disclosure and financial expertise.
- e. Develop and execute an ongoing Board succession plan.
- f. Oversee the orientation and onboarding of new directors and continuing education of directors.

2. Board Governance

- a. Develop, recommend to the Board, and periodically review a set of corporate governance principles applicable to the Corporation.
- b. Oversee, with recommendation from the Board Chairman, assignment of Board members to standing and other committees of the Board, in accordance with the Board’s delegation authority to its committees.
- c. Oversee periodic evaluation of the effectiveness of the Board and its committees (including this Committee), and their compliance with the respective committees’ charters.
- d. With the objective of increasing the Board’s effectiveness, periodically assess individual Board members’ contribution to the Board and its work, including the assessment of their skills and competencies against the Corporation’s business objectives, factoring in experience, judgment, integrity, diversity and other similar qualifications and attributes.

- e. Make periodic recommendations to the full Board as to the size, composition, structure, operations, performance and overall effectiveness of the Board.
  - f. Consider questions of possible conflicts of interest of Board members and senior executives, in collaboration with the Audit Committee, and initiate appropriate action to address any such conflicts.
  - g. Consider and pre-clear all new board and board committee appointments for the Corporation's Board members to confirm that such new undertakings would not constitute a conflict of interest with the Corporation.
  - h. Periodically review public company best practices on 'overboarding,' and if necessary, adjust non-TTEC board service limitations to align with these best practices. As of the date of most recent amendment to this Charter, the Committee shall adopt the 'overboarding' guidelines as follows:
    - Board members who are not actively employed in the private sector, public sector or academia, outside of their board service (for the Corporation and/or on other boards), shall be limited to serving on no more than four (4) public company boards (including the Corporation's Board).
    - Board members who are engaged in full-time employment as senior executives or government officials or academics shall be limited to serving on no more than two (2) public company boards (including the Corporation's Board).
    - Board members' service on non-public company boards shall be considered on a case-by-case basis with determination made in the best interest of the Corporation and its shareholders.
  - i. Annually, review the Committee charter and the charters for all Board committees; amend the Committee's charter, as appropriate, and make recommendations to the Board and other committees' chairs on the scope of their committees' charters to properly reflect the delegated authority from the Board.
  - j. Review, assess, and discuss all relevant shareholder proposals regarding nomination of directors, corporate governance, and other matters within the scope of the Committee's authority.
  - k. Affirmatively determine whether each director and nominee is "independent" as defined under the NASDAQ Stock Market Rules for listed companies. To assist in this determination, the Committee may develop and recommend to the Board appropriate criteria for determining director independence.
  - l. Periodically review and assess the Corporation's articles of incorporation, bylaws and other chartering documents and, as appropriate, recommend to the Board changes to these governing documents, if any.
  - m. Consider how the Corporation addresses its social responsibility and meets its stakeholders' expectations with respect to social responsibility; and review the accuracy and efficacy of its public disclosures regarding those matters.
3. Management Succession
- a. At least annually, review with the Chairman of the Board and the Corporation's Chief Executive Officer their respective succession plan, including emergency and interim succession planning to address their unexpected departure or incapacity.
  - b. Oversee and direct the scope of periodic briefings to prepare emergency successors and eventual successors for the Chairman and Chief Executive Officer roles;
  - c. Oversee succession preparedness for the Corporation's key executives, as well as their ongoing development, and oversee the work of the Human Resources function in connection with senior executive succession planning and protocols.

### **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

advisors, including outside counsel, to assist in the performance of its functions. The Committee may retain any search firm to be used to identify director candidates.

At the Committee's request, the Corporation shall provide appropriate funding and resources, as determined by the Committee in its sole discretion, for payment of compensation to any advisors or search firms that the Committee wishes to retain to support its work, and for any reasonable administrative expenses necessary to support such work.

The Committee members may seek and receive any information from management as they deem appropriate in the fulfillment of its functions.

#### **D. COMPOSITION**

The Nominating & Governance Committee shall consist of at least three members, each of whom shall meet the independence requirements of the NASDAQ Stock Market. The members of the Committee shall serve at the discretion of the Board. The chair of the Committee shall be appointed by the Board Chairman, in consultation with other independent directors of the Board.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

#### **E. MEETINGS**

The Nominating & Governance Committee shall meet at least twice annually, and more often as may be deemed necessary or appropriate in its judgment, either in person or virtually, and at such times and places as the Chairman of the Committee shall determine.

In addition to the meetings, the Committee may act by unanimous written consent with proper materials provided to make 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 executive session (with only Committee members present) as appropriate.

#### **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 it to the Board at the next regularly scheduled Board meeting.

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