

SYKES ENTERPRISES, INCORPORATED

AMENDED AND RESTATED CHARTER COMPENSATION COMMITTEE

As Reviewed and Approved on May 20, 2015

Purpose

The purpose of the Compensation Committee (the “Committee”) is to oversee the Company’s compensation, benefits, leadership development, and succession planning programs.

Membership

The Committee shall consist of at least three members of the Board of Directors of the Company. The number of Committee members may be changed by a duly adopted resolution of the Board. The Board of Directors will make the Committee appointments at the Board of Directors meeting preceding or following each Annual Meeting of Shareholders. Members shall serve a one-year term and until a successor is appointed and qualified.

All of the members of the Committee must be directors who are (a) “independent directors” as defined by the rules of the NASDAQ Stock Market (b) “non-employee directors” as defined by Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (c) “outside directors” as defined by Section 162(m) of the Internal Revenue Code. Furthermore, no person may serve as a Committee member if such person, or a Family Member of such person, serves as an executive officer of another company whose board of directors includes any executive officer of the Company. For this purpose, “Family Member” means a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.

The Board of Directors may appoint one of the members of the Committee to serve as the Committee Chair. If the Committee Chair is absent from a meeting, another member of the Committee will act as Chair.

Meetings, Decisions and Reports

The Committee shall meet at least twice per year, or more frequently as circumstances require, and may conduct such meetings telephonically. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. Except as otherwise provided herein, the Committee’s determinations shall be final, conclusive and binding.

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The Committee shall keep a record of its actions and proceedings, and the Committee Chair shall report on the meetings of the Committee to the Board of Directors at the next Board meeting following a Committee meeting.

Key Responsibilities

The key responsibilities of the Committee include the following:

1. Review and approve the Company's stated compensation strategy to ensure that management is rewarded appropriately for their contribution to the Company's growth and profitability and that the executive compensation strategy supports organization objectives and shareholder interests.
2. Review, with input from the Board, and approve the individual elements of total compensation for the Chief Executive Officer, including awards under all incentive plans, both equity-related and cash. The Chief Executive Officer shall not be present during the deliberations or voting concerning his compensation.
3. Review and recommend to the Board for approval the individual elements of total compensation for the executive officers and key managers other than the Chief Executive Officer, including awards under all incentive plans, both equity-related and cash. The Chief Executive Officer may be present during the deliberations and voting concerning the compensation of these officers and key managers.
4. Review and recommend to the Board for approval incentive compensation plans that are not believed to create incentives to take excessive risks that could materially harm the Company. If any such plans are adopted, ensure that they are administered in a manner consistent with the Company's compensation strategy and the terms of the plan.
5. Review and recommend to the Board for approval and, where required or otherwise appropriate, recommend submission to the shareholders, all new equity-related incentive plans for management and outside directors. If any such plans are adopted, ensure that they are administered in a manner consistent with the terms of the plans.
6. Review and recommend to the Board for approval all compensation arrangements for non-management (outside) directors, including both cash and non-cash compensation, and, with respect to stock compensation, set the terms and awards of stock compensation for members of the Board.
7. Ensure that the executive compensation plans as they pertain to the Chief Executive Officer and other officers are maintained and administered so as to be in compliance with IRC §162(m), or to the extent compliance is not appropriate, recommend exceptions to the full Board.

8. Assess whether any of the Company's compensation plans, policies, or practices create incentives for taking excessive risks that are reasonably likely to have a material adverse effect on the Company.
9. Determine, with input from the Board, the need for and approve any employment contracts, change-in-control agreements, or severance arrangements for the Chief Executive Officer.
10. Determine the need for and recommend to the Board for approval any employment contracts, change-in-control agreements, or severance arrangements for executives other than the Chief Executive Officer.
11. Periodically review the Company's Benefit Plans and approve changes subject, where appropriate, to shareholder or Board approval.
12. Review and discuss with management the Company's *Compensation, Discussion and Analysis*, and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's Proxy Statement.
13. Provide the *Compensation Committee Report* in accordance with all applicable rules and regulations of the SEC for inclusion in the Proxy Statement.
14. Review and make recommendations to the Board regarding the Company's response to any stockholder proposals related to compensation matters for inclusion in the annual Proxy Statement and/or subsequent filings.
15. Review annually and recommend to the Board any changes to this Charter.

Use and Funding of Outside Advisors

In its sole discretion, the Committee may select, retain and/or obtain the advice and assistance of compensation consultants, legal counsel, accounting and other advisers in connection with the execution of its duties and responsibilities under this Charter, provided that, for each adviser other than in-house legal counsel, the Committee shall first take into consideration the following factors, as well as any other factors identified by the relevant national securities exchange or national securities association in its listing standards:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

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- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The foregoing requirement for an independence assessment for each adviser to the Committee, other than in-house legal counsel, shall not be considered a requirement that an adviser retained by, or giving advice to, the Committee be independent, or that the Committee implement or act consistently with the advice or recommendations of the adviser. Further, the requirement for an independence assessment shall not apply to a compensation adviser that acts in a role limited to the activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the Securities and Exchange Commission.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of all advisers and consultants retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation and reimbursement of expenses to such advisers and consultants to the Committee.

The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.