

Corporate Governance Guidelines

Objective

The objective of these Amended and Restated Corporate Governance Guidelines (these “Guidelines”) is to provide a framework within which the Board of Directors (the “Board”) and senior management of Perficient, Inc. (the “Company”) will fulfill their respective responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and senior management level, and to enhance stockholder value over the long term. These Guidelines are subject to periodic review by the Nominating & Governance Committee of the Board and to modification from time to time by the Board.

Board Structure and Composition

Nomination Procedure and Criteria

The authorized number of directors will be determined from time to time by resolution of the Board. Directors may be nominated by the Board or by stockholders in accordance with the Company’s bylaws and applicable law. The Nominating & Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership and for considering candidates recommended by the stockholders for nomination to the Board. In conducting this assessment, the Nominating & Governance Committee will consider the following criteria: knowledge of business, industry and economic environment; educational background; professional experience; availability to serve as a director of the Company; and such other factors as it deems appropriate given the current needs of the Board and the Company.

The Nominating & Governing Committee will identify and select candidates based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board. To ensure the necessary range of experiences and skills required for the Board, the Nominating & Governance Committee will challenge the negative influence of unconscious bias and work towards an objective assessment of each candidate’s abilities and contributions to the Board. The Nominating & Governance Committee will actively seek out candidates from underrepresented groups, including women and members of racial and ethnic minority groups. In accordance with the “Rooney Rule,” for each vacant Board position the Nominating & Governance Committee will interview at least one candidate who is a member of one or more underrepresented groups.

Director Independence

A majority of directors on the Board shall be independent as required by the NASDAQ Stock Market (“NASDAQ”). To be considered independent, a director must, at a minimum, satisfy the applicable independence requirements of NASDAQ, as set forth in NASDAQ Listing Rule 5605(a)(2) (or its successor provision), and any other applicable regulatory requirements. It is a responsibility of the Board to regularly assess each director’s independence and to take appropriate actions in any instance in which the requisite independence has been compromised.

Lead Director

If the offices of the Chairman of the Board and the Chief Executive Officer are held by the same person, the independent directors (as determined in accordance with the applicable independence requirements of NASDAQ) of the Board may elect annually by a majority vote an independent director to serve in a lead capacity (a director in such capacity, the “Lead Director”). The Lead Director may be removed or replaced at any time with or without cause by a majority vote of the independent directors. The Lead Director, if any, shall coordinate the activities of the other independent directors and shall have the following powers and responsibilities:

- Preside at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- Call meetings of the independent directors;
- Serve as the principal liaison between the Chairman of the Board and the independent directors;
- Along with the Chairman, approve the Board meeting schedules and agenda items;
- Interview, along with the Nominating & Governance Committee, all candidates for director and make recommendations to the Nominating & Governance Committee with respect thereto;
- Retain outside advisors and consultants who report directly to the Board on Board-wide issues, as appropriate;
- Receive additional compensation for his or her service as Lead Director, as determined from time to time by the Board, upon recommendation of the Compensation Committee; and
- Perform such other duties and responsibilities as the Board may determine.

Ethics and Conflicts of Interest

The Board expects its directors, as well as officers and employees, to act ethically. Directors are expected to adhere to the Company's Corporate Code of Business Conduct and Ethics.

Director Tenure and Resignation

Each director's term lasts for a period of one year or until his or her successor has been duly elected and qualified. There are no limits on the number of terms that a director may hold office, and there is no maximum age limit for directors. A director may not stand for re-election after age 79, but need not resign until the end of his or her term. On a case-by-case basis, the Board may determine that a director may serve beyond the age of 79. A director may resign at any time by delivering his or her written resignation to the Secretary.

Board Responsibilities

All corporate authority resides, ultimately, with the Board as the representative of the stockholders. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. While certain authority is delegated by the Board to the senior management, certain other authority and responsibilities belong uniquely and exclusively to the Board and/or its committees and are not to be delegated.

The core responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duties to the stockholders, in compliance with all applicable laws and regulations. In discharging their duties, the Board and its committees may rely on the Company's senior management and outside advisors and auditors.

The Board is responsible for providing governance and oversight with respect to the strategy, operations and management of the Company and the Company's compliance with applicable laws and regulations and proper governance. The Board provides advice and counsel to the Chief Executive Officer (the "CEO") and to the other members of senior management of the Company who are charged with managing the day-to-day operations of the Company.

Committees and Meetings of the Board

Committees

The Board will adhere to a structure that takes full advantage of committees in order to address key issues and activities in more depth than what might otherwise be possible by the entire Board acting as a whole. This structure includes the following standing committees:

- **Audit Committee**, to assist the Board in monitoring the integrity of the Company's financial statements and financial reporting processes and systems of internal controls, the qualifications and independence of the Company's independent accountants; the performance of the Company's internal audit function and independent auditors; and the Company's compliance with legal and regulatory requirements.

- **Nominating & Governance Committee**, to advise the Board on corporate governance principles applicable to the Company, thereby taking a leadership role in shaping the Company's corporate governance, and to select, evaluate and recommend to the Board qualified and diverse candidates for election or appointment to the Board members; and oversee matters of corporate governance, including the evaluation of Board performance and processes and the "independence" of directors.
- **Compensation Committee**, to review, evaluate, and approve the agreements, plans, policies and programs of the Company to compensate the officers and directors of the Company; to review and discuss with management the Compensation Discussion and Analysis ("CD&A") prepared for inclusion in the Company's annual proxy statement for its annual meeting of stockholders; to produce a report in the Company's proxy statement that the Committee recommends to the Board that the CD&A be included in the Company's proxy statement and Annual Report on Form 10-K; to otherwise discharge the Board's responsibilities relating to compensation of the Company's officers and directors; and to perform such other functions as the Board may assign to the Committee from time to time.

The Board will, from time to time, establish other special committees that it deems necessary or appropriate to address special projects, issues or concerns.

The responsibilities of each standing Board committee are defined in a written charter prepared by that committee and approved by the Board.

Each of the Audit Committee, the Nominating & Governance Committee and the Compensation Committee will be comprised exclusively of independent directors. Membership on each committee will be determined by the full Board based upon recommendations from the Nominating & Governance Committee. Each committee of the Board will have a chairperson, who will be selected in accordance with such committee's written charter.

Each committee will meet as frequently as circumstances dictate, and as needed in order to effectively fulfill its responsibilities. Each committee will report to the Board on a regular basis and will keep the Board fully informed of that committee's activities, decisions and recommendations.

Meetings

A schedule of regular meetings of the Board will be established and approved by the Board. Additionally, each of the standing committees will meet regularly throughout the year and at such other times as are determined by that committee as necessary to fulfill its responsibilities. Directors are expected to attend all scheduled Board and committee meetings.

The frequency and length of Board and committee meetings will depend largely upon the Company's operations and business activities, but care will be taken to ensure that Board and committee meetings are sufficiently frequent to allow the directors to remain current with the Company's performance and to allow for the timely consideration and approval of its activities and affairs.

The agenda for each Board and committee meeting will be determined by the appropriate chairperson. Each director is encouraged to submit suggestions for agenda items and the chairperson will be responsive to those suggestions. Each agenda will be carefully planned but will remain sufficiently flexible to accommodate discussion and action upon unexpected items that may arise. Each agenda will permit adequate time for the in-depth discussion and debate of significant issues and projects.

In order to adequately fulfill its responsibilities, the Board and each committee must be provided with accurate and complete information regarding issues, projects, actions and decisions with respect to which it is expected to act. The quality and timeliness of that information affects the ability of the Board and each committee to perform its oversight function effectively. Management will prepare such information in advance of each Board and committee meeting, and will provide such information to each director as far in advance of the meeting as is reasonably possible in order to allow for adequate review and preparation. Prior to each meeting, directors are expected to review the information prepared for and distributed to them by management.

Independent directors will meet in regular executive sessions at least twice per year. Normally, such meetings will occur during regularly scheduled Board meetings.

Board Policies and Procedures

Mandatory Director Resignation

If a member of the Board has a Status Change, as defined below, he or she must notify the Board and the Nominating & Governance Committee. The notification must be accompanied by a letter of resignation. The notification also provides the director with the opportunity to confirm his or her desire to continue as a Board member. The Nominating & Governance Committee will review the continued appropriateness of the director's Board membership. Upon completion of this review, the Nominating & Governance Committee will recommend to the Board whether the tendered resignation should be accepted or rejected. The resignation will be accepted upon the affirmative vote of a majority of the members of the Board, excluding the director submitting his or her resignation.

A "Status Change" includes the following:

- A failure to receive the affirmative vote of a majority of the votes cast, excluding abstentions, at any stockholders' meeting for the election of the director at which a quorum is present in accordance with the company's bylaws;
 - A substantial change in professional or business activity;
 - A disability that prohibits the director from performing his or her duties to the Board and the company;
 - A conviction of a felony; or
 - A material breach of the company's policies.
- Additionally, if a member of the Board runs for public office, he or she must notify the Board. The notification must be accompanied by a letter of resignation, which letter of resignation will be irrevocable and will be deemed accepted automatically by the Board.

Other Directorships

Each director understands that a significant commitment of time is required to be a fully participating and effective member of the Company's Board. Accordingly, it is expected that no director will serve as a director for more than two other publicly traded companies while serving as a director of the Company. In determining whether an exception to this guideline is warranted, the Board will take into consideration whether a director is otherwise retired from full-time employment and, thereby, better able to accommodate additional directorships. Directors should notify the Chairman of the Board and the Nominating & Governance Committee prior to accepting any other directorship.

Executive officers of the Company also are expected to limit their service as a director to not more than one other publicly traded company. An executive officer (including the CEO) must give advance notice to, and receive approval from, the Nominating & Governance Committee of his or her intention to serve as a director for any company, public or otherwise.

Compensation of Directors

The Compensation Committee will be responsible for recommending to the Board specific amounts and forms of director compensation based on general guidelines established by the Nominating & Governance Committee. Director compensation uses a mix of cash and equity-based incentives competitive with the Company's peers so as to attract and retain qualified directors and is intended to motivate directors in a manner consistent with the desire to increase stockholder value.

Director Access to Management and Independent Advisers

Directors will have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company or its internal controls and procedures.

Communication with Stockholders

The Board believes that senior management speaks for the Company. Individual directors occasionally may meet or otherwise communicate with various constituencies that are involved with the Company but it is expected that directors would do this in coordination with senior management and, in most instances, at the request of senior management.

Director Orientation and Continuing Education

To promote director effectiveness, senior management will provide new directors with orientation materials that will include information concerning the policies and procedures of the Board and the operations of the Company. Directors are also encouraged to meet with key members of management and to visit the Company's offices and facilities.

From time to time senior management will advise, or invite outside experts to advise, the Board on its responsibilities, senior management's responsibilities and developments with respect to corporate governance and corporate practices.

Directors are encouraged to attend, in coordination with the Company, continuing education programs and seminars focused on their responsibilities and duties as directors.

Management Succession

Senior management will periodically review with the Board the issue of management succession planning, including interim succession in the event of unanticipated absence or departure of the CEO.

Performance Evaluation

Either directly, through the Chairman of the Board, or through one or more of its committees, the Board will develop and maintain a process whereby the Board, its committees and its members are subject to annual evaluation and self-assessment. The Company must promptly notify NASDAQ if any executive officer becomes aware of any noncompliance with NASDAQ's corporate governance requirements (the provisions in the Rule 5600 series).

Annual Review

These Guidelines will be reviewed at least annually by the Nominating & Governance Committee. That committee will present to the Board its recommendations regarding any amendments to these Guidelines that are deemed appropriate.

Adoption and Publication

The Board of Directors has adopted these Guidelines, effective February 22, 2022.

These Guidelines shall be published on the Company's Internet website and will otherwise be filed or reported as may be required by applicable law.



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