

TELETECH HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

Purpose:

Acting pursuant to Section 141 of the Delaware General Corporation Law and Section 1 of Article IV of TeleTech Holdings, Inc.'s ("the Company") Bylaws, the Board of Directors has established a Compensation Committee for the purpose of:

- (a) Overseeing the Company's compensation policies and practices,
- (b) Reviewing and approving, on behalf of the Board of Directors, all forms of compensation to be provided to the executive officers and directors of the Company, including salary, bonus and cash-incentive and equity-based compensation,
- (c) Administering the Company's equity-based compensation plans; and
- (d) Overseeing performance management for the executive officers of the Company.

Membership:

The Compensation Committee shall consist of a minimum of two members of the Board of Directors, all of whom shall be "independent directors" pursuant to, and shall satisfy such additional independence requirements specific to membership on the Committee as may be required by, the listing standards of The Nasdaq Stock Market. All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. The members of the Compensation Committee are recommended by the Nominating and Governance Committee and are appointed by and serve at the discretion of the Board of Directors.

Responsibilities:

The Compensation Committee shall be responsible for all the Company's compensation plans, executive leadership performance goals, and related incentive awards, public disclosure of executive compensation, and the overall coverage and composition of executive compensation packages, including (but not limited to) the following:

1. Evaluate the performance of the Chief Executive Officer (and such other executive officers as deemed appropriate) in light of the Company's business environment and the Company's strategic objectives.
2. Consider and make recommendations to the independent members of the Board of Directors regarding the Chief Executive Officer's salary, annual incentives and bonuses, equity-based compensation, perquisites, benefits, and employment agreement and other compensation and retention matters, and all changes thereto, provided that the Committee shall, in its sole authority, make grants under any of the Company's equity-based compensation plans to the extent authorized therein.
3. Review with Company management and approve compensation policies for executive officers of the Company and such other senior managers of the Company as directed by the Board.
4. Annually review and assess the Company's compensation plans (including without limitation, the Company's incentive and performance compensation plans), and evaluate any risks arising from the Company's compensation approach and philosophy.
5. Consider and approve all other executive officers' salaries, incentives and bonuses, perquisites, benefits, and awards under the Company's equity-based compensation plans, cash incentive plans, employment agreements (including change of control agreements) and other compensation matters, and all changes thereto.

6. Consider and approve any equity-based awards to employees (restricted stock units, stock options or other securities).
7. Consider and approve severance arrangements for the Chief Executive Officer and other executive officers.
8. Review and approve compensation programs, including annual retainers, meeting fees and equity awards under any of the Company's equity-based compensation plans, for non-employee members of the Board of Directors.
9. Act as the administrator of the Company's equity-based compensation plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board of Directors: (a) grant restricted stock, restricted stock units, stock options, stock purchase rights, or such other equity-based awards as may be authorized in the Company's equity compensation plans to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act), (b) amend any equity-based award approved by the Committee, and (c) amend or revise the terms of the Company's equity-based compensation plans.
10. Establish, terminate or modify retirement, disability, health and other welfare and benefit plans.
11. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") provisions on the Company's Proxy Statement, recommend to the Board of Directors whether the CD&A shall be included in the Company's Proxy Statement, and prepare a report of the Compensation Committee in accordance with U.S. Securities and Exchange Commission requirements for inclusion in the Company's annual proxy statement.
12. Review and discuss senior management succession at least annually.
13. Annually evaluate the performance of the Compensation Committee's independent compensation and legal consultants, if any.
14. Annually evaluate the performance of the Compensation Committee.
15. Review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors for approval.
16. Perform such other functions as required under relevant regulations or as delegated from time to time by the Board of Directors.

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

Delegation of Responsibilities:

In fulfilling its responsibilities, the Committee shall be entitled to form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Committee may also delegate authority to Company employees or committees composed of Company employees, in each only within the scope of its authority.

Authority:

Any action duly and validly taken by the Compensation Committee pursuant to the power and 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 Company.

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant, independent counsel or other advisor to be used to assist the Compensation Committee in the evaluation of director, Chief Executive Officer or other executive officers' compensation. The Compensation Committee shall be directly responsible for the appointment, compensation and

oversight of the work of any such compensation consultant, independent counsel or other advisor and may select, or receive advice from, a compensation consultant, independent counsel or other advisor only after taking into consideration the factors prescribed by applicable regulations and the listing standards of The Nasdaq Stock Market.

The Company shall pay the fees of any compensation consultant, counsel or other advisor pursuant to the retention terms approved by the Compensation Committee.

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. The Compensation Committee shall have the opportunity to hold an executive session at each regularly scheduled meeting and as the Chair of the Compensation Committee or the Chairman of the Board may direct. The Compensation Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chair of the Compensation Committee shall provide the Board of Directors with a report of the Committee's activities and proceedings.

Approved by the Board of Directors on May 21, 2014.