

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
NUANCE COMMUNICATIONS, INC.**
(As Amended 2018-05-07)

1. Purpose

- 1.1 The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Nuance Communications, Inc. (the “**Company**”) shall be to assist the Board in discharging its responsibilities relating to (i) compensation of the Company’s executive officers, and (ii) administering the Company’s equity compensation plans with respect to Company executive officers and with respect to other personnel as may be determined by the Board. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company.
- 1.2 The compensation programs for the Company’s executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework (iii) factor in the achievement of the Company’s overall financial results, individual contributions and compensation philosophy of “pay for performance”; and (iv) align the interests of the executive officers with the long-term interests of the Company’s stockholders, thereby incentivizing management to increase stockholder value.
- 1.3 The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement.

2. Committee Membership & Organization

- 2.1 The Committee shall consist of at least two (2) members. The members of the Committee shall meet the (i) independence requirements of the Nasdaq Stock Market, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- 2.2 The members of the Committee will be appointed by the Board on the recommendation of the Nominating & Governance Committee and will serve at the discretion of the Board.

3. Committee Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

- 3.1 Annually review and approve for (i) the CEO, (ii) the executive officers of the Company, and (iii) other personnel as may be determined by the Board (a) the annual base salary, (b) the annual incentive compensation, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements (other than ordinary health, welfare and

retirement benefits provided broadly to employees). The CEO will not be present for the voting or deliberations on the CEO's compensation;

- 3.2 Act (a) as exclusive Administrator of the Company's cash and equity-based incentive plans insofar as they relate to awards granted to executive officers and directors; and (b) except to the extent that authority has been delegated by the Board of Directors to one or more directors, act as exclusive Administrator of the Company's equity-based incentive plans insofar as it relates to awards granted to all other eligible plan participants;
- 3.3 Review and discuss with management the Company's overall aggregate equity usage/budget relative to market;
- 3.4 Establish, and shall review on a periodic basis, the compensation payable by the Company to directors in connection with their service on the Board and/or any committees of the Board;
- 3.5 Review and approve the selection of the Company's peer companies for purposes of benchmarking executive compensation;
- 3.6 Provide oversight of the Company's overall compensation plans and benefits programs applicable to executive officers, making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- 3.7 Review and discuss with management the Company's "Compensation Discussion and Analysis" included in the Company's annual proxy statement, as applicable, and produce a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the SEC and any other applicable rules and regulations;
- 3.8 Assess enterprise risk associated with executive compensation programs and arrangements, including incentive plans;
- 3.9 Assess the results of the Company's most recent advisory vote on executive compensation and take such assessment into consideration when establishing the compensation of the Company's executive officers;
- 3.10 Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- 3.11 Review annually its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

4. Authority

The Committee shall:

- 4.1 Have the authority to form, and delegate authority to, one or more subcommittees, comprised of one or more Committee members, which subcommittee(s) shall have the

responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters; and

- 4.2 Have the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense;
- 4.3 The sole authority to retain and terminate any compensation consultant, legal counsel or other advisor to assist in the evaluation of CEO or executive officer compensation, in each case at the Company's expense;
- 4.4 The Committee shall have the sole authority to approve the fees and other retention terms of consultants, legal counsel or other advisors engaged by the Committee.

In selecting advisors, the Committee shall take into account the independence requirements established by law, rule, regulation or order, including, without limitation, Rule 5605(d)(3) of the Nasdaq Listing Rules.

5. Meetings & Minutes

The Committee shall meet at least four (4) times annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board of Directors related to its activities. The Committee will prepare a report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members in accordance with the Company's standard compensation arrangements for directors. Such compensation may include retainers or per meeting fees as well as equity awards. Fees may be paid in such form of consideration as is determined by the Board of Directors. Members of the Committee may not receive any compensation from the Company except for the fees that they receive for service as a member of the Board of any committee thereof.