

NUANCE COMMUNICATIONS, INC.
CORPORATE GOVERNANCE GUIDELINES

Effective Date	November 7, 2016
Revision Number	001
Approved By	Board of Directors

1. **Introduction.** These Corporate Governance Guidelines (“**Guidelines**”) are intended to assist the Board of Directors (“**Board**”) of Nuance Communications, Inc. (“**Nuance**” or the “**Company**”) in the exercise of its responsibilities to the Company and its stockholders. The Guidelines are not intended to be, nor are they, rigid rules, requirements or obligations on the Board, but are, along with other governance documents, designed to serve as a framework for various governance matters within the Company. These Guidelines should be interpreted within the context of the Company’s Certificate of Incorporation, Bylaws, other corporate governance documents and all applicable laws, rules and regulations. The Governance Committee of the Board (the “**Governance Committee**”) is responsible for the Guidelines and shall review the Guidelines periodically and recommend changes to the Board as appropriate.

2. **The Board.**

A. Role of the Board. It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. The Board, which is elected by the Company’s stockholders, oversees the management of the Company and its business.

B. Selection of Directors. The Nominating Committee is responsible for recommending to the Board candidates for directorships and the Governance Committee is responsible for recommending to the Board the Board committee assignments, in each case based upon criteria approved by the Board. Invitations to a potential director to join the Board should be extended by the Chairman of the Board on behalf of the Board. Stockholders may recommend director nominees for consideration by the Nominating Committee by writing the General Counsel in a timely manner in accordance with the Bylaws of the Company and as disclosed in the Company’s most recent annual proxy statement specifying the nominee’s name and certain other details and qualifications for Board membership. Following the verification of the stockholder status of the person submitting the nominee recommendation, all properly submitted recommendations shall be brought to the attention of the Nominating Committee at a regularly scheduled meeting.

C. Director Qualifications.

The Nominating Committee is responsible for reviewing the appropriate skills and characteristics required of prospective Board members and for approval and periodically reviewing these criteria. The Nominating Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that will best serve the interests of the Company and its stockholders. Among the criteria the Board may consider are experience and diversity; and with respect to diversity, the Board may consider such factors as gender, race, ethnicity, differences in professional background, experience at policy making levels in business, finance and technology and other areas, education, skill, and other individual qualities and attributes. The Board endorses the value of seeking qualified directors from

backgrounds otherwise relevant to the Company's mission, strategy and business operations and perceived needs of the Board at a given time.

The Board believes that candidates for director should have certain minimum qualifications, including: (i) the highest personal and professional ethics and integrity; (ii) skills that are complementary to those of the existing Board; (iii) proven achievement and competence in the nominee's field; (iv) relevant expertise upon which to be able to offer meaningful advice and guidance to management and make significant contributions to the Company's success; (v) sufficient time to devote to affairs of the Company and contribute to the Company's goals; (vi) demonstrated excellence in their field; (vii) the ability to exercise sound business judgment; (viii) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members; and (ix) an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.

At least a majority of the directors of the Board shall be independent. An independent director is a director who meets the Nasdaq definition of "independence," as determined by the Board, and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of judgment in carrying out director responsibilities. The Board shall make an affirmative determination regarding the independence of each director upon his or her initial nomination or candidacy to serve on the Board and annually thereafter, based upon the recommendation of the Governance Committee.

D. *Board Leadership.* The leadership of the Board shall include a Chairman of the Board and, if the Chairman of the Board is an employee, a lead independent director. The Board may select a Chairman of the Board in the manner and upon criteria that the Board deems appropriate at the time of selection. The same person may hold the position of Chairman of the Board and Chief Executive Officer. The Governance Committee shall appoint the lead independent director, which shall be a director who qualifies as "independent" under the Independence Rules of the Nasdaq Stock Market. The lead independent director shall serve as the focal point for independent directors in resolving conflicts with the Chief Executive Officer, or other independent directors, and coordinating feedback to the Chief Executive Officer on behalf of independent directors regarding business issues and Board management.

E. *Eligibility of Directors/Term of Office.* Each director shall ensure that other existing and anticipated future commitments do not materially interfere with service as a director. Directors may not serve on the board of directors of more than 4 other public companies without first obtaining specific approval from the Board. Prior to accepting service on the board of any other company, a director shall notify the Chairman of the Board and the Governance Committee. Service on the board or a committee of any other organization should be consistent with the Company's conflict of interest policies.

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. As an alternative to term limits, the Nominating Committee and lead independent director will review each director's continuation on the Board at the conclusion of each term. This will also allow each director the opportunity to confirm his or her desire to continue as a member of the Board. Directors who are not nominated for re-election by the Board must retire from the Board at the conclusion of any term during which the director reaches the age of seventy-five years.

F. *Function of the Board.* The business and affairs of the Company shall be under the oversight of the Board. This includes overseeing the conduct of the Company's business by management and review of the Company's financial objectives and major corporate plans, strategies and actions. Directors are expected to promote the best interests of stockholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable laws and regulations, and maintenance of accounting, financial or other controls. Directors will participate in the selection, evaluation and, where appropriate, replacement of the Chief Executive Officer. Directors may also provide input to the Chief Executive Officer for the evaluation, as well as the recruitment, of the principal senior executives of the corporation.

G. *Education.* Directors are encouraged to participate in continuing education during their terms. Continuing education may include both in-house and third-party presentations and programs. Directors shall be reimbursed for costs incurred in connection with their participation in any accredited director education programs. Orientation and continuing education are designed to assist the new director in developing and maintaining skills necessary or appropriate for the performance of their responsibilities.

H. *Compensation & Expense Reimbursement.* The Board's general policy is that Board compensation should be a combination of cash and equity. Employee directors shall not be paid for Board membership in addition to their regular employee compensation. Board compensation will be reviewed from time to time. Changes to the Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board. Board members will be reimbursed for reasonable expenses incurred by them in connection with their service on the Board and, as applicable, its committees.

I. *Change in Employment Status.* Upon a director's resignation or retirement from, or termination of, his or her principal current employment, or other material change in a director's principal employment responsibilities, professional occupation or association, the director shall notify the Chairman of the Board, the Lead Independent Director and the Chair of the Nominating Committee of the director's change in employment status. The Nominating Committee may consider such change of status in assessing and recommending to the Board whether the director should continue serving as a member of the Board.

J. *Conflicts.* If an actual or potential conflict of interest develops between a director and the Company, such conflict should be immediately reported to the Chairman of the Board. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the Board, excuse himself or herself from participation in the discussion on the matter and shall abstain from voting on the matter.

K. *Succession Plans.* The Chief Executive Officer shall periodically report to the Board on management development and succession planning for senior management, including the Chief Executive Officer position to ensure continuity of leadership for the Company. The Chief Executive Officer shall prepare a short-term succession plan which outlines temporary delegation of authority to certain officers of the Company if one or more members of senior management (including the Chief Executive Officer) should unexpectedly become unable to fulfill his or her duties to the Company.

L. Functioning of the Board and Director Responsibilities.

Directors are expected to participate in Board and applicable committee meetings, review relevant materials, to prepare for meetings and discussions with management, and to devote the time necessary to discharge their responsibilities.

Directors are encouraged to attend the annual meeting of stockholders absent unusual circumstances.

Non-employee directors shall meet without management present on a periodic basis but no less than one time a year in a non-employee director executive session. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason. In addition, if the non-employee directors include directors who are not independent directors, the independent directors shall also meet on a periodic basis but no less than one time a year in an independent director executive session.

M. Confidentiality. Directors should protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law (which includes disclosure of non-privileged documents or other information to any federal, state, or local government agency or commission). Proceedings and deliberations of the Board and its committees are confidential.

3. **Committees.**

A. Structure. There are four standing committees of the Board consisting of Audit, Compensation, Governance and Nominating. Each standing committee shall consist of at least two directors, except for the Audit Committee, which shall consist of at least three independent directors. Each of the Board's Audit, Compensation and Nominating committees shall be comprised solely of independent directors. Additional committees may be created or disbanded upon approval by the Board. The Audit Committee is responsible for the hiring, oversight and compensation of the independent certified public accountants that audit the Company's financial statements, reviewing the results of the audit of the Company's financial statements, and for monitoring the Company's internal financial and accounting organization and controls and financial reporting. The Compensation Committee reviews, and in some instances determines, the salaries and other matters relating to the compensation of the Board and the executive officers of the Company, and administers the Company's stock plans. The Governance Committee reviews and reports to the Board on matters of corporate governance and reviews and addresses these Governance Guidelines and recommends revisions as appropriate. The Nominating Committee makes recommendations to the Board regarding the size and composition of the Board and its committees, establishes procedures for the nomination process and recommends candidates for election to the Board.

B. Committee Charters. Each committee shall have its own written charter specifying the purpose, responsibilities, duties and authority of the committee consistent with the description above. Each charter shall be approved by the Board. The Board may, and each committee shall, periodically review the respective committee charters to determine that the charters continue address the purposes for which the committee has been formed. Committee charter amendments will be either initiated by a committee and approved by the Board or initiated and approved by the Board on its own initiative.

C. Committee Assignments. The Nominating Committee is responsible for recommending a director to serve on a committee and for recommending the appointment of a chair of each committee. The Board shall approve all committee assignments. The Nominating Committee shall periodically review committee assignments, however there is no policy or requirement regarding rotation of committee assignments.

D. Committee Meetings. Each committee shall be responsible for determining the frequency and length of its meetings. Meeting agendas will be developed by the committee and its chairperson.

4. **Miscellaneous.**

A. Board Evaluation Process. The Board and its committees shall engage in periodic self-evaluations to assess whether they are functioning effectively.

B. Outside Advisors. The Board and its committees may, at the Company's expense, retain outside advisors, experts and counsel as they deem reasonably necessary or appropriate to perform their obligations.

C. Attending Annual Meetings. The Company will strive to plan annual meetings of stockholders to coincide with a Board meeting to facilitate directors attending the annual meetings. Directors are encouraged, but not required, to attend each annual meeting of stockholders.

D. Amendment. The Company is committed to continuously reviewing and updating its governance policies and practices. The Company reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.

Adoption and Amendment History

Recommended to the Board by the Governance Committee:
Adopted by the Board of Directors:

November 7, 2016
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