

**CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
CERENCE INC.**

(As Adopted January 2020)

1. Purpose

The purpose of the Nominating & Governance Committee (the “**Committee**”) of Cerence Inc. (the “**Company**”) is to ensure that the Board of Directors (the “**Board**”) is properly constituted to meet its fiduciary duties. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and recommending to the Board the director nominees for the next annual meeting of stockholders; (2) recommend to the Board the directors that shall serve on each committee of the Board; (3) develop and recommend to the Board the governance principles applicable to the Company; and (4) oversee the evaluation of the Board and its committees.

2. Membership & Organization

- 2.1. The Committee shall be comprised of no fewer than three (3) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, except as otherwise permitted by the rules of the Nasdaq Stock Market.
- 2.2. The members of the Committee shall be appointed by, and serve at, discretion of the Board.

3. 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. Periodically review the composition and organization of the Board and its committees, determine future requirements, and make recommendations to the Board concerning the appointment of directors to committees of the Board, and recommend the selection of chairs of committees of the Board;
- 3.2. Determine on a periodic basis the desired qualifications, expertise and characteristics for potential directors and conduct searches for director candidates that have corresponding attributes including qualifications and attributes consistent with the Corporate Governance Guidelines; and assess the independence of any candidates identified for consideration;
- 3.3. Conduct a periodic review on succession planning for the Board of Directors, report its findings and recommendations to the Board;
- 3.4. Evaluate and propose nominees (including stockholder nominees) for election to the Board. In performing these tasks the Committee shall have the sole authority, at the Company’s expense, to retain and terminate any search firm to be used to identify director candidates;
- 3.5. Review the disclosure included in the Company’s proxy statement regarding the Company’s nomination process, governance matters and director independence;

- 3.6. Make recommendations for orientation programs for new directors and continuing education for Board members and management;
- 3.7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review those guidelines from time to time as appropriate;
- 3.8. Evaluate the governance of the Board and its committees and oversee compliance by the Board and its committees with applicable laws and regulations;
- 3.9. Review proposed changes to the Company's Certificate of Incorporation and Bylaws and make recommendations to the Board;
- 3.10. Periodically review corporate social responsibility and sustainability issues that may arise and make recommendations associated therewith;
- 3.11. Determine the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- 3.12. Review and make recommendations, shareholder proposals rightfully received by the Company;
- 3.13. Recommend and 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;
- 3.14. Oversee the Board and committees' performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
- 3.15. Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons;
- 3.16. Conduct a periodic review on succession planning for the Chief Executive Officer and other executive management positions, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions;
- 3.17. Periodically review the Company's Code of Business Conduct and Ethics and approve any amendments thereto or waivers thereof;
- 3.18. Consider questions of possible conflicts of interest of Board members and of corporate officers; review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity;

- 3.19. Periodically review this Charter and make recommendations to the Board with respect to any proposed changes; and
- 3.20. 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.

5. Meetings & Minutes

The Committee shall meet at least four times per year 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.

Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Board and Shareholder Communication

The Board has established certain methods for the Company's shareholders and other interested parties to contact the Board. Information regarding how to contact the Board is posted on the Company's website.

In order to build constructive, informed relationships with shareholders and encourage transparency and accountability, directors may be available to dialogue with shareholder from time to time, as appropriate.

8. 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 based on the recommendations of the Committee. 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.