

## AKAMAI TECHNOLOGIES, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Revised October 2011)

#### A. Purpose

The purpose of the Nominating and Corporate Governance Committee, or the Committee, is to identify individuals qualified to become Board members; recommend to the Board of Directors the persons to be nominated by the Board for election as directors at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles applicable to the Company; and oversee the self-evaluation of the Board.

#### B. Structure and Membership

1. Number; Chair. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine, and in no event shall have fewer than two members. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Nominating and Corporate Governance Committee shall be an “independent director” as determined in accordance with the applicable NASDAQ rules.
3. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

#### C. Authority and Responsibilities

##### Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and persons to be elected to fill any vacancies on the Board. In making such recommendation, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee shall submit its determinations to the Board for consideration and approval.
2. Criteria for Selecting Directors. The Nominating and Corporate Governance Committee shall use the criteria set forth in Appendix A to this charter to guide its director selection process. It may periodically revise such criteria as it deems appropriate. The Committee

shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Members of Other Committees. The Nominating and Corporate Governance Committee shall have responsibility and authority for recommending to the Board the directors to be appointed to each committee of the Board, other than the Nominating and Corporate Governance Committee.

### **Evaluation of the Board**

1. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
2. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

### **D. Procedures and Administration**

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to be perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance and review this evaluation with the Board. Nothing in this Charter is intended to prevent or prohibit evaluation of the Committee and its members by other members of the Board.

## Appendix A

### **CRITERIA FOR NOMINATION AS A DIRECTOR**

#### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business and financial acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. The Committee shall actively consider nominees who can contribute to the diversity of the Board of Directors in terms of gender, race, ethnicity, professional background. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

#### **Application of Criteria to Existing Directors**

The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

#### **Criteria for Composition of the Board**

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.