

AKAMAI TECHNOLOGIES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Revised September 27, 2019)

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Akamai Technologies, Inc. (the “Company”) is to identify individuals qualified to become members of the Board of Directors (the “Board”); recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders or persons to be elected to fill any vacancies on the Board; develop and recommend to the Board a set of corporate governance principles applicable to the Company; recommend to the Board the persons to serve on committees of the Board; assist in ensuring the appropriate allocation of responsibilities across Board committees such that the committees are functioning efficiently; and oversee the self-evaluation of the Board.

B. Structure and Membership

1. Number; Chair. The 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 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 Committee shall be an “independent director” as determined in accordance with the applicable Nasdaq rules.
3. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the 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 right to nominate directors, the 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 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 a regular 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 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 Committee shall have responsibility 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 and Committees

5. Evaluation of the Board. The 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.
6. Committees; Charters. The Committee shall be responsible for periodically reviewing (and potentially recommending changes to) the Board's committee charters to ensure consistency across the different charters as well as whether the assignment of responsibilities to the different committees remains appropriate such that the committees are functioning efficiently.

Oversight of Governance Policies

7. Reviewing Corporate Governance Guidelines. The Committee shall be responsible for periodically reviewing the Corporate Governance Guidelines, By-laws and other key Company governance policies and recommending any proposed changes to the Board for approval.
8. Board Leadership. The Committee shall periodically review the Board's leadership roles to assess whether they remain appropriate given the specific characteristics and circumstances of the Company.

ESG Initiatives

9. Review of Corporate Initiatives related to Environmental Social and Governance (ESG) Matters. The Committee shall periodically review the Company's ESG strategy, initiatives and policies (including charitable activities of the Akamai Foundation) and receive updates from the Company's management responsible for significant ESG activities.

Additional Powers

10. 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 Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The 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 Committee shall report regularly to the Board.
4. Charter. The 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 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. Self-Evaluation. Periodically, the Committee shall evaluate its own performance (which can be part of a Board survey).

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 in terms of gender, race, ethnicity, and 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 as well as the evolving needs of the Company. In addition, the 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.