

PAREXEL INTERNATIONAL CORPORATION

BOARD OF DIRECTORS CHARTER
AND
CORPORATE GOVERNANCE PRINCIPLES

A. Overview

1. The purpose of this charter is to assist the Board of Directors (the “Board”) of PAREXEL International Corporation (the “Company”) in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders.
2. This charter will be applied in a manner consistent with applicable laws and stock market rules and the Company’s charter and bylaws (each as amended and in effect from time to time), which shall prevail over this charter in the event of a conflict.
3. The Board may modify or make exceptions to this charter from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

B. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
 - Reviewing and approving fundamental strategies, financial and other corporate plans, and objectives.
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
 - Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives.
 - Requiring, approving and implementing senior executive succession plans.
 - Evaluating whether corporate resources are used only for appropriate business purposes.
 - Establishing a Code of Business Conduct and Ethics and a corporate environment that promotes timely and effective disclosure (including robust disclosure controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and regulations.

- Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.
- Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
- Providing advice and assistance to the Company's senior executives.
- Evaluating the overall effectiveness of the Board and its committees.

To the extent permitted by law, the Board may fulfill any of its responsibilities through the delegation of such responsibilities to a committee of the Board.

2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
3. Comply with the Company's Code of Business Conduct and Ethics. In carrying out their responsibilities in accordance with high standards of integrity and in compliance with applicable laws and regulations Directors are expected to comply with the Company's Code of Business Conduct and Ethics.
4. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
 - The principal operational and financial objectives, strategies and plans of the Company.
 - The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
 - The relative standing of the business segments within the Company and vis-à-vis competitors.
 - The factors that determine the Company's success.
 - The risks and problems that affect the Company's business and prospects.
5. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the management and operation of the Company and for periodic and timely reporting to the Board on important matters concerning the Company.

6. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve and the annual meeting of stockholders and for devoting the time needed and meeting as frequently as necessary to discharge their responsibilities properly.
7. Reliance on Management and Advisors. The directors may rely on the Company's senior executives and its outside advisors, auditors and legal counsel.
8. Indemnification. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

C. Director Qualification Standards

1. Independence. The Board shall have a majority of directors who meet the criteria for independence established by the NASDAQ rules.
2. Size of the Board. The Board believes that a Board with between seven and thirteen members is an appropriate size given the Company's present circumstances, but the Board shall review the size of the Board from time to time and shall increase or decrease the number of members as is appropriate in light of the circumstances and changes in the Company's business.
3. Other Directorships. Service on boards and/or committees of other organizations must comply with the Company's conflict of interest policies and not otherwise interfere with a director's ability to discharge his or her responsibilities properly. The nature of and time involved in a director's service on other boards shall be taken into account in evaluating the suitability and performance of individual directors. To clarify this standard in the context of Directors participation on publicly traded boards, Directors may not serve on the boards of more than four publicly traded companies, including PAREXEL without prior consent of the Board. Directors also may not, serve as a member of the audit committees of more than three publicly traded companies, including PAREXEL.
4. Tenure. The Board does not believe that term limits are in the best interests of the Company or its stockholders. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board at least once every three years.
5. Retirement. A director who reaches 70 years of age may stand for re-election, if invited by the Nominating & Corporate Governance Committee of the Board of Directors, to no more than one (1) additional term following the end of the term in which he or she turned 70.

6. Presiding Director. If the Chairman of the Board is not an independent director, the Chairman of the Nominating and Corporate Governance Committee shall serve as “Presiding Director”.

The Presiding Director shall:

- Chair meetings of the independent directors in executive session;
- Meet with a director who is not adequately performing his or her duties;
- Facilitate communications between members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
- Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board; and
- Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

7. Selection of New Director Candidates. 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 (i) identifying individuals qualified to become Board members and (ii) nominating persons for election as a director by the stockholders and nominating persons for election by the directors to fill vacancies on the Board. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chairman of the Board and the Chief Executive Officer.

The Nominating and Corporate Governance Committee shall select director nominees in accordance with this charter, the charter of the Nominating and Corporate Governance Committee and the criteria set forth in Attachment A to this charter.

8. Extending the Invitation to a New Director Candidate to Join the Board. Following authorization from the Nominating and Corporate Governance Committees, the invitation to join the Board shall be extended by the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee. Unauthorized approaches to prospective directors can be premature, embarrassing and harmful. No approaches to prospective directors should be made except by an independent director of the Board.

9. Renomination of Existing Directors. The renomination of existing directors should be based on continuing qualification under the criteria set forth in Attachment A to this charter and on their performance on the Board and committees on which they serve.
10. Resignation Policy in Connection with a Majority Withheld Vote in an Uncontested Election of Directors. In any uncontested election of directors (i.e., an election where the number of director nominees is not greater than the number of directors to be elected), any director nominee standing for election who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”), is expected, promptly following certification of the stockholder vote, to offer to the Board to tender his or her resignation as a director for consideration by the Board in accordance with the procedures described below. Neither broker non-votes nor abstentions shall be deemed to be votes “withheld” or “for” a director nominee.

The Board shall follow the following procedures in deciding whether or not to request and accept a director's resignation, all of which procedures shall be completed within 90 days following certification of the stockholder vote:

- The Committee (as defined below) shall evaluate the best interests of the Company and its stockholders and shall recommend to the Board the action to be taken with respect to such offer to resign (which can range from requesting and accepting resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, to resolving that the director will not be re-nominated in the future for election, to rejecting the offer to resign). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why stockholders withheld votes from such director, any alternatives for curing the underlying cause of the votes withheld from such director, the total number of shares voting and how such shares were voted, the number of broker non-votes, the director's tenure, the director's qualifications, the criteria for nomination as a director set forth in Attachment A to this Charter, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirement.
- The Board shall decide whether to accept, reject or modify the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.
- Following the Board's determination, the Company shall promptly publicly disclose the Board's decision regarding the offer to resign and if such offer is rejected, the rationale behind the decision.

- A director who is required to offer his or her resignation in accordance with this policy is expected not to be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her offer to resign or, except as otherwise provided below, an offer to resign offered by any other director in accordance with this policy in connection with the same uncontested election. Prior to voting on a proposed action relative to a director's offer to resign, the Committee and the Board will afford the affected director nominee an opportunity to provide the Committee or the Board with a statement or any information that he or she deems relevant.

If the Board requests and accepts a director's resignation under this policy, then the Board may fill the resulting vacancy or may decrease the size of the Board in accordance with applicable law.

For purposes of this policy, the term "Committee" means (i) the Nominating and Corporate Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in accordance with this Charter) and none of whom is a director who is required to offer his or her resignation in accordance with this policy or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director and none of whom is required to offer his or her resignation in accordance with this policy; provided, however, that if there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this policy is expected to recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual offer to resign.

A director who receives a Majority Withheld Vote in an uncontested election shall continue to serve as a director while the Committee and the Board decide whether to accept or reject his or her offer to resign.

Whenever there is an uncontested election, the foregoing procedures will be summarized and disclosed in the proxy statement for such stockholders meeting.

11. Change of Responsibility of Director. The Board believes that any director who retires from his or her principal current employment, or who materially changes his or her current position, should offer to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee shall then recommend to the Board whether the Board should accept the offer to resign in light of his or her new status.

D. Board Meetings

1. Selection of Agenda Items. The Chairman of the Board shall establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year, the Board shall review the Company's long-term strategic plans and the principal issues that the Company expects to confront in the future.
2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to, and reviewed by, the directors in advance of the meeting. The Board acknowledges that advance distribution of extremely confidential or time-sensitive materials may not be appropriate or practicable.
4. Executive Sessions. In general, the agenda for regularly scheduled Board meeting shall include a meeting of the independent directors in executive session. In any event, the independent directors shall meet in executive session at least twice a year to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will also meet in executive session at other times at the request of an independent director. If the Chairman of the Board is an independent director, he or she shall preside at these meetings. If the Chairman of the Board is not an independent director, the Presiding Director shall preside.
5. Attendance of Directors of Board Meetings. The Board expects that directors will participate in Board and Board committee meetings in person. The Board, however, recognizes that there may be circumstances that prevent directors from participating in a Board or Board committee meeting in person, in which case, the Board encourages participation in the meeting by telephone.
6. Attendance of Non-Directors at Board Meetings. The Board welcomes attendance at Board meetings by senior executives and Company personnel who can provide additional insight into the items being discussed or who appear to be persons with future potential who should be given exposure to the Board.

E. Board Committees

1. Key Committees. The Board shall have an Audit and Finance Committee, a Compensation Committee and a Nominating and Corporate Governance

Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Assignment and Rotation of Committee Members; Review of Committee Chairs. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit and Finance Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be “independent” as defined by such rules. The Board shall review the Chair of any committee who has served in that capacity for a period of five consecutive years.
3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit and Finance Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall each set forth the purposes, goals and responsibilities of the committee, the qualifications for membership, procedures for member appointment and removal and committee structure, operations and reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.

F. Director Access to Management and Independent Advisors; Investigations

1. Access to Officers and Employees. Directors shall have full and free access to officers and employees of the Company. The directors shall use their judgment to ensure that contact with officers and employees of the Company is not disruptive to the business operations of the Company. The directors shall, to the extent appropriate, copy the Chief Executive Officer on written communications with officers or employees of the Company.
2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent consultants and advisors, including legal and financial advisors, without consulting or obtaining the approval of any officer of the Company. Such independent consultants and advisors may be the regular advisors to the Company or may be newly retained. The Board and each committee are empowered, without further action by the Company, to cause the Company to pay the fees and expenses of such advisors.
3. Investigations. The Board and each committee have the authority to conduct or authorize investigations into matters within the scope of their responsibilities, as they shall deem appropriate.

G. Director Compensation

1. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Nominating and Corporate Governance Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation. The Compensation Committee shall periodically review the compensation of the Company's directors and present a report to the Nominating and Corporate Governance Committee comparing the Company's director compensation with that of comparable companies.
2. Form of Compensation. The Board believes that it is in the best interests of the Company's stockholders for the directors to be incentivized to focus on long-term stockholder value. Accordingly, director compensation may include both equity and cash compensation.
3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the Chairmen and members of Board committees to receive additional compensation for their services in those positions and for other directors who render additional services to the Board or its committees to be appropriately compensated for their services.
4. Director Stock Ownership. The Board believes that each director should acquire and hold shares of Company stock in an amount that is meaningful and appropriate to such director. To this end, within the later of (a) three years of joining the Board or (b) July 22, 2013, each director shall own, or hold exercisable rights to acquire, a minimum of 10,000 shares of Company stock.
5. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

H. Director Orientation and Continuing Education

1. Director Orientation. The Board and the Company's management shall provide orientation programs for new directors to familiarize new directors with their role and duties as directors, the Company's businesses, operations and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors.
2. Continuing Education. Each director is expected to be involved in continuing director education that is sufficient to comply with applicable NASDAQ rules and

to enable him or her to continue to perform his or her duties well. The Company shall pay reasonable expenses related to continuing director education.

I. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board shall periodically review and reassess the qualities and characteristics necessary for an effective Chief Executive Officer of the Company. The Nominating and Corporate Governance Committee shall be responsible for finding and evaluating individuals qualified to become the Chief Executive Officer in accordance with the qualities and characteristics identified by the Board. Notwithstanding the foregoing, the Board shall have the authority to, and shall, select the Company's Chief Executive Officer.
2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. The Compensation Committee shall determine the nature and frequency of the evaluation, supervise the evaluation and periodically discuss the results of the evaluation with the Board, as it deems appropriate. (In the case of senior financial executives, the Committee may undertake the evaluation in conjunction with the Audit and Finance Committee.) The Board shall periodically review the evaluations to ensure that the senior executives are providing the best leadership for the Company.
3. Succession of Senior Executives. The Human Resources Committee will be responsible for reviewing management's succession planning activities, with the Nominating and Corporate Governance Committee retaining oversight over the succession planning process generally. The Human Resources Committee shall identify, and periodically review, the qualities and characteristics necessary for effective senior executive officers. With these principles in mind, the Human Resources Committee will monitor and review, and periodically report to the Nominating and Corporate Governance Committee on the development and progression of potential internal candidates against these standards and should also develop and monitor plans for succession in the event of an unplanned vacancy. The Nominating and Corporate Governance Committee will periodically report to the Board on the development and progression of potential internal candidates against these standards and succession planning in the event of an unplanned vacancy. The entire Board shall assist the Human Resources and Nominating and Corporate Governance Committees in finding and evaluating potential successors to the senior executive officers of the Company. Notwithstanding the foregoing, the Board shall be responsible for succession planning for the Chief Executive Officer position.

J. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Board to determine whether the Board, its members and its committees are functioning effectively. The Nominating and Corporate Governance 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.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so in accordance with the Company's Code of Business Conduct and Ethics and with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the Presiding Director (if the Chairman of the Board is not an independent director), shall, subject to advice and assistance from the General Counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

L. Periodic Review of Board 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 proposed changes to the Board for approval.

PAREXEL INTERNATIONAL CORPORATION

Attachment A

CRITERIA FOR NOMINATION AS A DIRECTOR

Personal Characteristics

Integrity and Accountability:	High ethical standards, integrity and strength of character. Willing to represent all stockholders' interests.
Informed Judgment:	Intelligence, judgment, preparation and thoughtfulness in decision making.
Financial Literacy:	Ability to read and understand basic financial statements and other key financial factors for evaluating Company performance.
Personable:	Respectful, responsible and supportive in dealing with others; willing to listen and understand other perspectives; and valuing team performance.
Experienced:	History of achievements and varied experience reflecting high performance standards.

Core Competencies

Accounting and Finance:	Experience in financial accounting, corporate finance, internal financial controls and the audit process.
Business Judgment:	Record of making sound business decisions reflecting an informed, reasoned analysis of the situation.
Management:	Experience in senior corporate management.
Crisis Response:	Ability to analyze and respond to both short-term and prolonged crisis.
Industry Knowledge:	Management, business or professional experience in areas in which the Company conducts its business.
International Markets:	Experience in international operations and markets.
Leadership:	Demonstrated leadership skills.
Strategy and Vision:	Analytical skills and judgment to provide strategic insight and direction.

Commitment to the Company

Time and Effort: Commitment of the time and energy necessary to perform effectively on the Board and Board committees, including preparation for and attendance at Board meetings.

Awareness and ongoing education: Broad knowledge of current issues affecting the Company, corporate governance and the responsibilities of directors.

Stock Ownership: Prepared to own equity in the Company.

Team and Company Considerations

Balancing the Board: Talent, skills and experience to enable the Board to operate as a cross-functional team.

Diversity: Varied perspectives and experiences through diversity in gender, ethnic background, geographic origin and other areas helpful to Board functioning, although a director should not serve based solely on these factors.

Board Independence: Independent directors must meet the criteria for independence set forth in the NASDAQ rules and not have relationships or conflicts that impair his or her judgment as a director.