

SYNCHRONOSS TECHNOLOGIES, INC.

BUSINESS DEVELOPMENT COMMITTEE CHARTER

PURPOSE:

The purpose of the Business Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Synchronoss Technologies, Inc. (the “Company”) is to discharge certain responsibilities of the Board relating to strategic business and growth opportunities.

MEMBERSHIP:

The members of the Committee are appointed by the Board, considering the recommendation of its Corporate Governance Committee. The members of the Committee may be removed by the Board on its own motion or on the recommendation of its Corporate Governance Committee.

The Committee consists of at least three (3) members of the Board. Each member of the Committee will meet the requirements, if any, imposed by applicable law, regulations or rules. The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

1. Reviewing proposals from management of strategic business and growth opportunities and making recommendations to the Board for those proposals that the Committee approves;
2. Reviewing the Committee’s own charter, structure and processes;
3. Making recommendations to the Board regarding amendments to this Charter; and
4. Carrying out any other duties and responsibilities assigned to it by the Board.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS:

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee’s scope of responsibility, with full access to all books, records, facilities and personnel of the Company. The Committee has the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers to assist the Committee in carrying out its duties. The Committee also has the exclusive authority to determine its advisers’ compensation and the other terms of their retention.

MEETINGS:

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least once per year. The Chairperson, in consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. In lieu of holding a meeting, the Committee may act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

MINUTES:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

REPORTS:

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

ANNUAL REVIEW OF COMMITTEE PERFORMANCE:

The Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate.

COMPENSATION:

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

DELEGATION OF AUTHORITY:

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.