

PAYCHEX, INC.

NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSES

The primary purposes of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Paychex, Inc. (the “**Company**”) are to assist the Board in discharging its responsibilities with respect to the following:

1. Identifying, evaluating and recommending to the Board candidates for nomination for election to the Board;
2. Recommending committee composition and committee chair assignments;
3. Providing general oversight with respect to the governance of the Board to ensure that the Board meets its fiduciary obligations to the Company and its stockholders;
4. Overseeing performance evaluations of the Board and its committees; and
5. Overseeing and improving the Company’s ongoing Corporate Responsibility activities and performance.

II. COMPOSITION

The Committee shall be comprised of two or more non-executive directors, selected by the Board, each of whom satisfies applicable committee composition requirements, including the independence and experience requirements of The NASDAQ Stock Market[®]. The Committee members shall be appointed and may be removed by the Board. The Board will designate a Committee Chair who will also be the primary contact to management.

III. MEETINGS

The Committee shall meet at least three times per year. Additional meetings may occur as the Committee or its Chair deems advisable. Attendance and participation may be in person or through any means by which all persons participating in the meeting can hear each other.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Assist the Board in searches for Chief Executive Officer (“CEO”) candidates, and in any external searches for CEO candidates in which the Company considers candidates that are not employees of the Company, request that any third-party search firms it engages include qualified candidates in the initial pool from which CEO candidates are selected that provide a multitude of perspectives and experiences.

2. Assist the Board in evaluating the current composition, organization and governance of the Board and its Committees and in determining future requirements.
3. Assist the Board in the evaluation and selection of members of Board committees and the selection of Board Committee chairs.
4. Generally advise the Board on corporate governance matters.
5. Review related-party transactions and consider all questions of possible conflicts of interest related to any Board member or Executive Officer.
6. Assist the Board in identifying and evaluating nominees for election to the Board in accordance with the Board of Directors Nomination Policy attached hereto.
7. Assist the Board in the evaluation and termination of membership of individual directors for cause or for other appropriate reasons.
8. Review the mix of perspectives and experiences of the Company's management, workforce, and Board and continue to attract, develop, promote, and retain the best people with the talents and skills critical to the long-term success of the Company.
9. Assist the Board in developing and overseeing sustainability priorities, objectives, and strategy with the goal of further integrating sustainability into the Company's strategy and operations.
10. Oversee the Company's policies and programs on issues of corporate citizenship, such as environmental sustainability, philanthropic and political activities, and any related expenditures.
11. Report to the Board on matters of corporate governance, including the review of, and recommendations to, the Board regarding stockholder proposals.
12. Oversee the Company's risks, reporting, and disclosure with respect to Corporate Responsibility matters.
13. Annually review and make recommendations about changes to the charters of other Board Committees after consultation with the respective Committee chairs.
14. Make regular reports to the Board.
15. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
16. Annually review and evaluate its own performance.
17. Perform such other duties and exercise such other authority as the Board may from time to time determine.

V. OUTSIDE ADVISORS

The Committee has the authority, at the Company's expense, to retain, to determine the fees and other terms of engagement, and to terminate the engagement of consultants and advisors, which assist it in the discharge of its duties. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any consultants or advisors retained by the Committee.

PAYCHEX, INC.
BOARD OF DIRECTORS NOMINATION POLICY

The Board of Directors of Paychex, Inc. (the “Company”) has determined that it is necessary for the continued success of the Company to ensure that the Board is composed of individuals having a variety of complementary experience, education, training and relationships relevant to the needs of the Board and the Company. Accordingly, the Board has adopted the following policies for the Nominating and Governance Committee (the “Committee”) in identifying and recommending to the Board candidates for nomination for election to the Board:

1. The Committee shall consider candidates for nomination recommended by any reasonable source, including the Company’s officers and incumbent directors, as well as recommendations by stockholders submitted in accordance with the Company’s policies for stockholder communications with the Board.
2. In identifying candidates for nomination to fill vacancies created by the expiration of the term of any incumbent director, the Committee shall determine whether such incumbent director is willing to stand for re-election to the Board and, if so, shall take into consideration the value to the Board and to the Company of continuity and familiarity with the Company’s business inherent in nominating the incumbent director.
3. In evaluating any candidate for nomination to the Board, the Committee shall consider the contribution that such candidate would be expected to make to the Board and the Company based upon the current composition and needs of the Board and such candidate’s demonstrated business judgment, leadership abilities, integrity, prior experience, education, training, relationships and other factors that the Board determines relevant.
4. In identifying independent director candidates for nomination to the Board, the initial candidate pool will include qualified candidates representing a multitude of perspectives and experiences, and any third-party search firms will be instructed to include such candidates in initial lists they prepare.