

Adopted March 1, 2004

INTERGRAPH CORPORATION
AMENDED AND RESTATED COMPENSATION COMMITTEE
CHARTER

Organization

The Compensation Committee of the Board of Directors (the "Committee") of Intergraph Corporation (the "Company") shall be comprised of not less than three Board members, each of whom shall be an "independent director" and serve at the pleasure of the Board. For purposes of this Charter, an "independent director" is a director who meets the definition of "independence" periodically established by the NASDAQ listing requirements, and/or the Securities and Exchange Commission. Additionally, members of the Committee must also qualify as "non-employee directors" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Act"), and an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. Committee members are to be free of any relationship that, in the opinion of the Board of Directors, may interfere with the exercise of independent judgment as a Committee member.

Purposes

The purpose of the Committee is to oversee, review and administer the responsibilities of the Board relating to compensation and incentive arrangements of the Company's officers and directors, and will produce an annual report on officer compensation for inclusion in the Company's proxy statement.

Responsibilities and Duties

The responsibilities and duties of the Committee, on behalf of the Board of Directors, shall include oversight of the Company's executive officer compensation policies and practices, including :

1. Review the alignment of Company officer compensation and benefit programs, policies and practices with Company values and strategy, and the creation of value for stockholders.
2. Oversee and review Company officer compensation programs, benefits, policies and practices with a view to attract, motivate and retain qualified officers and other key employees of the Company.
3. Periodically review Company officer compensation and benefit programs, policies and practices for competitiveness and fairness.

4. Administer compensation plans as directed by the Board of Directors in accordance with the plans' terms.
5. Review annually and determine the individual compensation and incentive arrangements (including any employment or severance agreements) for the officers (as defined in Rule 16a-1 under the Act) of the Company and review compensation and incentive arrangements for all other officers.
6. Review annually broad-based benefit programs as developed by management.
7. Monitor compliance by officers and directors with any stock ownership guidelines of the Company.
8. Review the compensation of directors for service on the Board of Directors and its committees and, in conjunction with the Governance Committee of the Board, make periodic recommendations to the Board regarding same.
9. Periodically evaluate the performance of the Compensation Committee and the Committee's Charter.
10. Review and submit for inclusion in the annual proxy statement the Compensation Committee Report.
11. Make such recommendations to the Board of Directors as the Committee may consider appropriate and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
12. Have full access to the Company's executives and personnel as necessary to carry out its responsibilities.

Subcommittees

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee, consisting of not less than two (2) members of the Committee.

Outside Advisors

The Committee will have the authority to retain (at the expense of the Company) such outside counsel, experts, consultants and other advisors as it determines appropriate to assist it in the full performance of its functions.

Meetings

Meetings of the Committee will be held at the pleasure of the Chair and other members of the Committee in response to the needs of the Board. The Committee shall meet at least twice annually and more frequently, as necessary or appropriate, to carry out its responsibilities. A

majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings to document its activities and recommendations to the Board.