

WITNESS SYSTEMS, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

The Purpose of the Corporate Governance Committee

The purpose of the Corporate Governance Committee is to represent and assist the Board of Directors in establishing corporate governance guidelines for the Company and to maintain oversight of the Board of Directors' operations and effectiveness.

Membership

The Corporate Governance Committee is comprised of all of the independent members of the Board of Directors, and one member is designated to serve as chairperson.

Responsibilities

The Corporate Governance Committee will:

- (a) Make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees.
- (b) Review Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings.
- (c) Evaluate or provide for evaluation of Board performance.
- (d) Review and recommend retirement policies for directors.
- (e) Review any outside directorships in other public companies held by senior company officials.
- (f) Make reports and recommendations to the Board of Directors within the scope of its functions.

Meetings

The Corporate Governance Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines. The majority of the members of the Corporate Governance Committee constitute a quorum.

**WITNESS SYSTEMS, INC.
CORPORATE GOVERNANCE GUIDELINES**

The Company's stockholders elect the Board of Directors. The Board establishes policy for the Company and provides oversight to the Company's management.

I. BOARD STRUCTURE AND DIRECTOR QUALIFICATIONS

The Company's by-laws provide that the number of directors shall be not less than three. The Board believes that at least six members are appropriate for the Company.

Directors will be divided into three classes, with one class elected by the stockholders annually for a three-year term.

The Board believes that its membership should include a sufficient number of "independent" directors to satisfy the corporate governance listing standards of the NASDAQ Stock Market.

Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her responsibilities as a director, which include, at a minimum, attendance at Board meetings and advance review of meeting materials.

The Board believes that a person who holds the position of Chairman and Chief Executive Officer of the Company should be a director of the Company.

II. DEFINITION OF "INDEPENDENT" DIRECTOR

The Board's definition of an "independent" director is one who (a) has been determined affirmatively by the Board to have no material relationship with the Company and (b) meets all other standards of independence set forth by the NASDAQ Stock Market and applicable law.

III. BOARD COMMITTEES

The Board currently has four committees: the Audit; Compensation; Nominating; and Corporate Governance Committees. From time to time, the Board may provide for other standing or special committees as are necessary to carry out its responsibilities.

It is the sense of the board that consideration should be given to rotating independent committee members periodically. Rotations should be flexible, however, giving due consideration to particular talents and other commitments of directors and situations in which it may be in the Company's best interest to continue an individual director's committee membership for a longer period of time.

IV. EVALUATIONS OF THE BOARD, COMMITTEES OF THE BOARD AND THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board believes that it should formally evaluate its own performance and that of its committees and the Company's Chairman and Chief Executive Officer. These evaluations should be conducted annually by the Board.

V. BOARD INTERACTION WITH INSTITUTIONAL INVESTORS, THE MEDIA AND CUSTOMERS

The Board believes that management speaks for the Company. Board members may participate from time to time in interaction with the Company's various constituencies at the request and with the knowledge of management.

VI. BOARD COMPENSATION

The Board believes that a meaningful portion of each director's compensation should be provided in Company stock, stock options or other forms of equity, and recognizes that excessive compensation could compromise a director's independence.

The Board believes that it is appropriate for management to report from time to time to the Compensation Committee on the status of Board compensation in relation to other comparable U.S. corporations, and that it is appropriate for the Chair and members of the Audit Committee to receive compensation at a level higher than the compensation associated with service on other committees of the Board of Directors, in recognition of the additional responsibilities and time demands associated with service on the Audit Committee.

Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

VII. BOARD MEMBERSHIP CRITERIA AND SELECTION OF NEW DIRECTOR CANDIDATES

The Nominating Committee of the Board shall have the responsibility for reviewing and recommending nominees for membership on the Board. In their review, they should consider factors such as values and disciplines, ethical standards, age, diversity, background and skills, all in the context of the Board's view of its needs.

The invitation to join the Board should be extended by the Chairman and Chief Executive Officer on behalf of the entire Board.

The Board and the Company should have an orientation and education program for directors which includes written materials, meetings with senior management and visits to Company facilities.

VIII. SELECTION OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board is responsible for selecting the Company's Chairman and Chief Executive Officer. The Board is free to select a Chairman and Chief Executive Officer any way that it then believes is best for the Company.

IX. RETIREMENT

The Board believes that a director should not be eligible for nomination or election as a director of the Company after he or she attains the age of 70.

X. DIRECTOR CHANGES IN PROFESSIONAL STATUS

The Board believes that as soon as practicable after any director's retirement or resignation from, or any other significant change in, his or her business or professional roles or responsibilities, he or she should submit his or her resignation as a member of the Board.

Upon the receipt of a director's resignation under these circumstances, the independent directors should evaluate the appropriateness of the director's continuing membership on the Board and, based upon this evaluation, recommend to the Board that the director's resignation either be accepted or declined.

XI. BOARD ACCESS TO SENIOR MANAGEMENT AND INDEPENDENT ADVISORS

The Board believes that Directors should have complete access to members of the Company's management as long as contact does not become disruptive to the Company's operations. If necessary and appropriate, Directors may engage independent advisors.

XII. BOARD AGENDAS AND MATERIALS

The Chairman and Chief Executive Officer will establish the agenda for each Board meeting.

The Board believes that information and data that are important to the Board's understanding of the Company should be distributed to the Board before it meets.

XIII. SUCCESSION PLANNING AND MANAGEMENT DEVELOPMENT

Periodically the Board of Directors will receive recommendations from the Nominating Committee of the Board regarding succession at the CEO and other senior officer levels. The Chairman and Chief Executive Officer, with assistance from the Nominating Committee, should report to the full Board periodically on the Company's succession planning and management development efforts.

XIV. MEETINGS OF INDEPENDENT DIRECTORS

The Board believes that the independent directors should meet regularly, as frequently as they deem appropriate and at least twice each year, in meetings at which only independent directors are present. Company management, including the Chairman and Chief Executive Officer, should be available to them upon request at these sessions; and the Secretary of the Company shall also attend, if requested to do so by the independent directors.

XV. DIRECTORS ATTENDANCE AT THE ANNUAL MEETING OF STOCKHOLDERS

The Company encourages, but does not require, the members of the Board of Directors to attend each Annual Meeting of Stockholders. The Company reimburses Directors for their expenses in attending the Annual Meeting of Stockholders.

XVI. SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders are encouraged to contact any of our directors by writing to them c/o Witness Systems, Inc., 300 Colonial Center Parkway, Roswell, Georgia 30076. Employees and others who wish to contact the board or any member of the Audit Committee to report complaints or concerns with respect to accounting, internal accounting controls or auditing matters, may do so anonymously by using this address.